

Ohnmeis Keith B
Form 3
August 17, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â GOFF JOHN C		(Month/Day/Year)	Mid-Con Energy Partners, LP [MCEP]	
(Last)	(First)	(Middle)	08/11/2016	
500 COMMERCE STREET,Â			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
FORTH WORTH,Â TXÂ 76102			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other	<input type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input checked="" type="checkbox"/> Form filed by More than One Reporting Person
			Member of a 10% owner group	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of Shares		

Edgar Filing: Ohnmeis Keith B - Form 3

Class A Convertible Preferred Units	02/11/2017	08/11/2021	Common Units Representing Limited Partner Interests	1,860,465 ⁽¹⁾	\$ 2.15	I	By Goff REN Holdings, LLC ⁽²⁾
Class A Convertible Preferred Units	02/11/2017	08/11/2021	Common Units Representing Limited Partner Interests	2,697,674 ⁽³⁾	\$ 2.15	I	By Goff MCEP Holdings, LLC ⁽²⁾
Class A Convertible Preferred Units	02/11/2017	08/11/2021	Common Units Representing Limited Partner Interests	232,558 ⁽⁴⁾	\$ 2.15	I	By The Goff Family Foundation ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOFF JOHN C 500 COMMERCE STREET FORTH WORTH, TX 76102	Â	Â	Â	Member of a 10% owner group
Goff REN Holdings, LLC 500 COMMERCE STREET SUITE 700 FORT WORTH, TX 76102	Â	Â	Â	Member of a 10% owner group
Goff MCEP Holdings, LLC 500 COMMERCE STREET SUITE 700 FORT WORTH, TX 76102	Â	Â	Â	Member of a 10% owner group
Goff Family Foundation 500 COMMERCE STREET SUITE 700 FORT WORTH, TX 76102	Â	Â	Â	Member of a 10% owner group
Goff Capital, Inc. 500 COMMERCE STREET SUITE 700 FORT WORTH, TX 76102	Â	Â	Â	Member of a 10% owner group
Longboat Capital, LLC 2001 KIRBY DR. STE 705 HOUSTON, TX 77019	Â	Â	Â	Member of a 10% owner group

Edgar Filing: Ohnmeis Keith B - Form 3

Howard James M
2001 KIRBY DR. STE 705 ^ ^ ^ Member of a 10% owner group
HOUSTON, TX 77019

Ohnmeis Keith B
500 COMMERCE STREET ^ ^ ^ Member of a 10% owner group
SUITE 700
FORT WORTH, TX 76102

Signatures

/s/ John C. Goff		08/17/2016
	**Signature of Reporting Person	Date
Goff REN Holdings, LLC, By: /s/ Keith B. Ohnmeis, Manager and By: /s/ James M. Howard, Manager		08/17/2016
	**Signature of Reporting Person	Date
Goff MCEP Holdings, LLC, By: Goff Capital, Inc., Manager, By: /s/ John C. Goff, President		08/17/2016
	**Signature of Reporting Person	Date
Goff Capital, Inc., By: /s/ John C. Goff, President		08/17/2016
	**Signature of Reporting Person	Date
The Goff Family Foundation, By: /s/ John C. Goff, Sole Board Member		08/17/2016
	**Signature of Reporting Person	Date
Longboat Capital, LLC, By: /s/ James M. Howard, Manager		08/17/2016
	**Signature of Reporting Person	Date
/s/ James M. Howard		08/17/2016
	**Signature of Reporting Person	Date
/s/ Keith B. Ohnmeis		08/17/2016
	**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) These shares are held directly by Goff REN Holdings, LLC (Goff REN). John C. Goff is the president of Goff Capital, Inc., which is a member of Goff REN. Longboat Capital, LLC (Longboat) is a member of Goff REN. James M. Howard is the manager of Longboat and co-manager of Goff REN. Keith B. Ohnmeis is a co-manager of Goff REN and an employee of Goff Capital, Inc. Each of the foregoing, except Goff REN, disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interest therein.
 - (2) Goff REN, Goff MCEP, the Foundation, John C. Goff, Goff Capital, Inc., Longboat, James M. Howard and Keith B. Ohnmeis may be considered a group under Section 13(d) of the Exchange Act; however, neither the fact of this filing nor anything contained herein shall be deemed to be an admission by such persons that such a group exists.
 - (3) These shares are held directly by Goff MCEP Holdings, LLC (Goff MCEP). John C. Goff is the president of Goff Capital, Inc., which is the manager of Goff MCEP. Each of the foregoing, except Goff MCEP, disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interest therein.
 - (4) These shares are held directly by The Goff Family Foundation (the Foundation). John C. Goff is the sole board member of the Foundation. Mr. Goff disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.