

GOFF JOHN C
Form 4
February 02, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
GOFF JOHN C

2. Issuer Name and Ticker or Trading Symbol
Mid-Con Energy Partners, LP
[MCEP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
500 COMMERCE STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2018

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

FORT WORTH, TX 76102

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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.

SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Class A Convertible Preferred Units	(1)								02/11/2017	(1)	Common Units Representing Limited Partner Interests	4
Class B Convertible Preferred Units	(3)	01/31/2018	P	6,666,667					07/31/2018	(3)	Common Units Representing Limited Partner Interests	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOFF JOHN C 500 COMMERCE STREET FORT WORTH, TX 76102			X	

Signatures

/s/ John C. Goff 02/02/2018
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) The Class A Convertible Preferred Units ("Class A Preferred Units") are convertible into common units representing limited partner interests ("Common Units") on a one-for-one basis and have no expiration date.
- (2) The Class A Preferred Units are owned directly by Goff MCEP Holdings, LLC (2,697,674) and Goff REN Holdings, LLC (1,860,465), each of which is indirectly partially owned by the Reporting Person.
- (3) The Class B Convertible Preferred Units ("Class B Preferred Units") are convertible into Common Units on a one-for-one basis beginning on July 31, 2018 and have no expiration date.
- (4) The Class B Preferred Units are owned directly by Goff MCEP II, LP (5,098,039), Goff REN Holdings, LLC (784,314) and Goff REN Holdings II, LLC (784,314), each of which is indirectly partially owned by the Reporting Person.

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.