Parsley Energy, Inc. Form 4 March 06, 2015

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

**AUSTIN, TX 78701** 

1. Name and Address of Reporting Person \* Sheffield Bryan

(First) (Middle) (Last)

221 W. 6TH STREET, SUITE 750

(Street)

03/04/2015

(Month/Day/Year)

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

Parsley Energy, Inc. [PE]

3. Date of Earliest Transaction

(City) (State) (Zip)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

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OMB

Number:

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Estimated average

burden hours per

\_X\_\_ Director X 10% Owner X\_ Officer (give title \_ Other (specify below) Director, President and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ 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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) Ownership (Instr. 8) Owned Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount Price Class A \$ 42,858 S D 14.25 common 03/04/2015 13,093,358 D (1) (2) stock

By Sheffield Class A Energy 1,711,269 Ι common Management, stock LLC (3)

Class B common stock (4)

> Ι 1,802,178

D

22,716,573

1

Class B common stock (4)

By Sheffield Energy Management, LLC <sup>(3)</sup>

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

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SEC 1474 (9-02)

9. Nu

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 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$ 

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9 I S H C F F I ((
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Sheffield Bryan 221 W. 6TH STREET, SUITE 750 AUSTIN, TX 78701	X	X	Director, President and CEO				

#### **Signatures**

/s/ Bryan Sheffield, by Colin Roberts, as Attorney-in-Fact

03/04/2015

\*\*Signature of Reporting Person

Date

#### **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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Sheffield on November 19, 2014.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.07 to \$14.61, inclusive. The reporting person undertakes to provide to Parsley Energy, Inc., any security holder of Parsley Energy, Inc., or

Reporting Owners 2

#### Edgar Filing: Parsley Energy, Inc. - Form 4

the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

- (3) Mr. Sheffield has voting and dispositive power over these shares.
- (4) Each share of Class B common stock has no economic rights but entitles its holder to one vote on all matters to be voted on by stockholders generally.

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.