

ENCAP ENERGY CAPITAL FUND VI L P
Form 4
June 13, 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 *
ENCAP ENERGY CAPITAL FUND VI L P

2. Issuer Name and Ticker or Trading Symbol
Oasis Petroleum Inc. [OAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ENCAP INVESTMENTS L.P., 1100 LOUISIANA STREET, SUITE 4900

3. Date of Earliest Transaction (Month/Day/Year)
06/11/2018

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

(Street)
HOUSTON, TX 77002

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 06/11/2018 | | J ⁽¹⁾ | V Amount \$ 0 | 25,821,413 ⁽²⁾ | A | 33,106,166 ⁽²⁾ D ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ |

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

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| ENCAP ENERGY CAPITAL FUND VI L P C/O ENCAP INVESTMENTS L.P. 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002 | | X | |
| EnCap VI-B Acquisitions, L.P. C/O ENCAP INVESTMENTS L.P. 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002 | | X | |
| ENCAP ENERGY CAPITAL FUND VII LP C/O ENCAP INVESTMENTS L.P. 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002 | | X | |
| EnCap Energy Capital Fund VIII, L.P. C/O ENCAP INVESTMENTS L.P. 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002 | | X | |
| EnCap Energy Capital Fund VIII Co-Investors, L.P. C/O ENCAP INVESTMENTS L.P. 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002 | | X | |
| EnCap Partners GP, LLC C/O ENCAP INVESTMENTS L.P. 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002 | | X | |

Signatures

/s/ D. Martin
Phillips

06/13/2018

__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) Pursuant to the company agreement of Forge Energy, LLC ("Forge Energy"), on June 11, 2018, Forge Energy made a distribution of the securities of the issuer to its sole member, Forge Energy Holdings, LLC ("Forge Energy Holdings"). Pursuant to the company agreement of Forge Energy Holdings, on the same date, Forge Energy Holdings made a pro rata distribution of the securities of the issuer to all of its members, of which EnCap Energy Capital Fund VIII, L.P. ("EnCap Fund VIII") and EnCap Energy Capital Fund VIII Co-Investors, L.P. ("EnCap Fund VIII Co-Invest") are members.

(2) As a result of the foregoing distributions by Forge Energy and Forge Energy Holdings, EnCap Fund VIII directly owns 18,774,504 shares of common stock of the issuer and EnCap Fund VIII Co-Invest directly owns 7,046,909 shares of common stock of the issuer. As described below, EnCap Fund VIII and EnCap Fund VIII Co-Invest are each under common control with EnCap Energy Capital Fund VI, L.P. ("EnCap Fund VI"), EnCap VI-B Acquisitions, L.P. ("EnCap VI-B") and EnCap Energy Capital Fund VII, L.P. ("EnCap Fund VII" and, together with EnCap Fund VI, EnCap VI-B, EnCap Fund VIII and EnCap Fund VIII Co-Invest, the "EnCap Funds"),

(3) The EnCap Funds are controlled indirectly by EnCap Partners GP, LLC ("EnCap Partners GP"). EnCap Partners GP is the general partner of EnCap Partners, LP ("EnCap Partners LP"), which is the sole member of EnCap Investments Holdings, LLC ("EnCap Investments Holdings"), which is the sole member of EnCap Investments Holdings Blocker, LLC ("EnCap Investments Holdings Blocker"), which is the sole member of EnCap Investments GP, L.L.C. ("EnCap Investments GP"), which is the general partner of EnCap Investments L.P. ("EnCap Investments LP"), which is the sole member of each of (i) EnCap Equity Fund VI GP, LLC ("EnCap Fund VI GP LLC"), which is the sole general partner of EnCap Equity Fund VI GP, L.P. ("EnCap Fund VI GP"), (ii) EnCap Equity Fund VII GP, LLC ("EnCap Fund VII GP LLC"),

(4) (Continued from footnote 3) which is the sole general partner of EnCap Equity Fund VII GP, L.P. ("EnCap Fund VII GP") and (iii) EnCap Equity Fund VIII GP, LLC ("EnCap Fund VIII GP LLC"), which is the sole general partner of EnCap Equity Fund VIII GP, L.P. ("EnCap Fund VIII GP").

(5) EnCap Fund VI GP is the sole general partner of EnCap Fund VI and EnCap Fund VI-B, EnCap Fund VII GP is the sole general partner of EnCap Fund VII and EnCap Fund VIII GP is the sole general partner of each of EnCap Fund VIII and EnCap Fund VIII Co-Invest. Therefore EnCap Partners GP, EnCap Partners LP, EnCap Investments Holdings, EnCap Investments Holdings Blocker, EnCap Investments GP, EnCap Investments LP, EnCap Fund VI GP LLC, EnCap Fund VI GP, EnCap Fund VII GP LLC, EnCap Fund VII GP, EnCap Fund VIII GP LLC and EnCap Fund VIII GP may be deemed to beneficially own the reported securities.

(6) The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.

Remarks:

Signed by D. Martin Phillips as a Managing Director of EnCap Partners GP, in its capacity as the general partner of EnCap Pa

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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