

Mid-Con Energy Partners, LP
Form 4
February 02, 2016

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEIDEL PETER A

(Last) (First) (Middle)

**410 PARK AVENUE, 19TH
FLOOR**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common units representing limited partner interests	02/01/2016		A	4,000 (1)	A \$ 0 54,895 (2)	D	
Common units representing limited partner					216,410	I	See Footnote (3)

interests

Common
units
representing
limited
partner
interests37,207 ⁽⁴⁾ ISee
Footnote
(5)Common
units
representing
limited
partner
interests140,436 ⁽⁴⁾ ISee
Footnote
(6)

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 (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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
LEIDEL PETER A 410 PARK AVENUE, 19TH FLOOR NEW YORK, NY 10022	X

Signatures

/s/ Nathan P. Pekar,
Attorney-in-fact

02/02/2016

__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) Common units awarded to Mr. Leidel pursuant to the Mid-Con Energy Partners, LP Long-Term Incentive Program.
- (2) Excludes 216,410 common units representing limited partner interests in the issuer that the reporting contributed to The Peter A. Leidel, 2015 GRAT on August 21, 2015. The reporting person is the sole trustee and beneficiary of such trust.
- (3) Held by The Peter A. Leidel, 2015 GRAT, of which the reporting person is the sole trustee and beneficiary.
The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for Section 16 or any other purpose.
- (5) These securities are owned directly by Yorktown Energy Partners VII, L.P. The reporting person is a member and a manager of Yorktown VII Associates LLC, the general partner of Yorktown VII Company LP, the general partner of Yorktown Energy Partners VII, L.P.
- (6) These securities are owned directly by Yorktown Energy Partners VI, L.P. The reporting person is a member and a manager of Yorktown VI Associates LLC, the general partner of Yorktown VI Company LP, the general partner of Yorktown Energy Partners VI, L.P.

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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