

Hinson Mike  
Form 4  
August 10, 2018

**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  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hinson Mike

(Last) (First) (Middle)

303 COLORADO STREET, SUITE  
3000

(Street)

AUSTIN, TX 78701

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Parsley Energy, Inc. [PE]

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

08/10/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

See Remarks

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 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 Indirect Beneficial Ownership (Instr. 4)
Class A common stock	08/10/2018		C	250,000 (1)	A \$ 0 663,978	D	
Class A common stock	08/10/2018		S	250,000	D \$ 30.24 413,978 (2)	D	
Class B common stock (3)	08/10/2018		J	250,000 (1)	D \$ 0 1,287,610	D	

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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Parsley Energy, LLC Membership Units	\$ 0 <u>(4)</u>	08/10/2018		C	250,000	<u>(1)(4)</u> <u>(1)(4)</u>	Class A common stock 250,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hinson Mike 303 COLORADO STREET, SUITE 3000 AUSTIN, TX 78701	See Remarks

## Signatures

/s/ Mike Hinson, by Colin Roberts, as  
Attorney-in-Fact

08/10/2018

                     \*\*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) On August 10, 2018, the Reporting Person, pursuant to the terms of the Second Amended and Restated Limited Liability Company Agreement of Parsley Energy, LLC, dated April 20, 2017, by and among Parsley Energy, LLC and the members thereof (the "PE LLC Agreement"), exchanged 250,000 membership units of Parsley Energy, LLC (with a corresponding number of shares of Class B common stock) for 250,000 shares of Class A common stock of Parsley Energy, Inc.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.15 to \$30.43, inclusive. The reporting person undertakes to provide to Parsley Energy, Inc., any security holder of Parsley Energy, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) 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.

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- (4) Subject to the terms of the PE LLC Agreement, the membership units of Parsley Energy, LLC (together with a corresponding number of shares of Class B common stock) are exchangeable from time to time for Class A common stock at an exchange ratio of one share of Class A common stock for each membership unit of Parsley Energy, LLC (and a corresponding share of Class B common stock) exchanged.

### Remarks:

Senior Vice President-Corporate Development

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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