

Hinson Mike
Form 4
August 10, 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 *
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 below) ___ Other (specify 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 (Instr. 4)
			Code	V	Amount or Price		
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 D ⁽²⁾
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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(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 ⁽⁴⁾	08/10/2018		C	250,000	<u>(1)</u> (4)	<u>(1)</u> (4)	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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