Parsley Energy, Inc. Form 4 June 11, 2015

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

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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).

Class B common

stock (4)

(Print or Type Responses)

1. Name and Address of Reporting Person * Sheffield Bryan				2. Issuer Name <b>and</b> Ticker or Trading Symbol Parsley Energy, Inc. [PE]				ling	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
	(Last) 303 COLC 3000	(First)  ORADO STREET	(Middle)		of Earliest '/Day/Year) '2015	Transactior	1		_X_ Director	_X_	_ 10% Owner _ Other (specify	
	AUSTIN,	(Street) TX 78701			nendment, I onth/Day/Ye		al		6. Individual of Applicable Line _X_ Form filed Form filed Person	e)	ng Person	
	(City)	(State)	(Zip)	Ta	ble I - Non	-Derivativo	e Secu	rities A	cquired, Dispose	d of, or Bene	ficially Owned	
	1.Title of Security (Instr. 3) Class A common stock	2. Transaction Date (Month/Day/Year)  06/10/2015	2A. Deeme Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4)  Amount 43,333	sposed	of (D)	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)	
	Class A common stock								1,711,269	I	By Sheffield Energy Management,	

LLC (3)

22,716,573

1,802,178

D

Ι

Class B common stock (4)

By Sheffield Energy Management, LLC (3)

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 Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer	Other			
Sheffield Bryan 303 COLORADO STREET, SUITE 3000 AUSTIN, TX 78701	X	X	See Remarks				

## **Signatures**

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

06/10/2015

\*\*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 March 3, 2015.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.37 to \$19.00, inclusive. The reporting person undertakes to provide to Parsley Energy, Inc., any security holder of Parsley Energy, Inc., or

Reporting Owners 2

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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.

#### **Remarks:**

### Director, President and Chief Executive Officer

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.