

Mid-Con Energy Partners, LP  
 Form 4  
 December 01, 2014

**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 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 \*  
 Adamson Peter III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

2501 N. HARWOOD ST. SUITE 2410

11/26/2014

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

DALLAS, TX 75201

(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 Ownership (Instr. 4)
Common units representing limited partner interests	11/26/2014		P	A	\$ 14,411.90 <sup>(1)</sup>	I	By Cherokee 2000 Investments, LLC <sup>(2)</sup>
Common units representing limited partner	11/28/2014		P	A	\$ 11,898.30 <sup>(3)</sup>	I	By Cherokee 2000 Investments, LLC <sup>(2)</sup>

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interests

Common units representing limited partner interests

1,000

I

Autumn Glory Partners, LLC <sup>(4)</sup>

Common units representing limited partner interests

8,375

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)	8. Price of Derivative Security (Instr. 5)	9. Nu
				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

Adamson Peter III  
2501 N. HARWOOD ST. SUITE 2410  
DALLAS, TX 75201

X

## Signatures

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

12/01/2014

\_\_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 units were acquired in multiple transactions at prices ranging from \$14.30 to \$14.50. This amount represents the weighted average sales price of such transactions. The Reporting Person undertakes to provide full information regarding the number of units purchased at each separate price upon request by the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.

(2) The Reporting Person is the Managing Member of Cherokee 2000 Investments LLC. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(3) The units were acquired in multiple transactions at prices ranging from \$11.88 to \$11.90. This amount represents the weighted average sales price of such transactions. The Reporting Person undertakes to provide full information regarding the number of units purchased at each separate price upon request by the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.

(4) The Reporting Person is the Managing Member of Autumn Glory Partners, LLC. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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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