

GOFF JOHN C  
Form 4/A  
January 08, 2019

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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## 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 \*  
GOFF JOHN C

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)  
12/31/2018

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

500 COMMERCE STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/03/2019

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

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

FORT WORTH, TX 76102

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Units                    | 12/31/2018                           |  | P                              |   | 280,000   | A  | \$ 0.7798   |
|                                 |                                      |  |                                |   | 518,000   | I  |   |
| Common Units                    | 12/31/2018                           |  | P                              |   | 100,000   | A  | \$ 0.7798   |
|                                 |                                      |  |                                |   | 160,000   | I  |   |

See footnote (1)  
See footnote (2)

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)

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**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 or Number of Shares |
| Class A Convertible Preferred Units        | (3)  |                                      |  |                                |   | 02/11/2017   | (3)   | Common Units Representing Limited Partner Interests | 2,697,670                  |
| Class A Convertible Preferred Units        | (3)  |                                      |  |                                |   | 02/11/2017   | (3)   | Common Units Representing Limited Partner Interests | 1,860,460                  |
| Class A Convertible Preferred Units        | (3)  |                                      |  |                                |   | 02/11/2017   | (3)   | Common Units Representing Limited Partner Interests | 232,558                    |
| Class B Convertible Preferred Units        | (4)  |                                      |  |                                |   | 07/31/2018   | (4)   | Common Units Representing Limited Partner Interests | 5,098,030                  |
| Class B Convertible Preferred Units        | (4)  |                                      |  |                                |   | 07/31/2018   | (4)   | Common Units Representing Limited Partner Interests | 784,314                    |
| Class B Convertible Preferred              | (4)  |                                      |  |                                |   | 07/31/2018   | (4)   | Common Units Representing                           | 784,314                    |

Units

Limited  
Partner  
Interests

Class B  
Convertible  
Preferred  
Units

(4)

07/31/2018

(4)

Common  
Units  
Representing  
Limited  
Partner  
Interests 2,614,37

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GOFF JOHN C<br>500 COMMERCE STREET<br>FORT WORTH, TX 76102                    |               | X         |         |       |
| GFS REN GP, LLC<br>500 COMMERCE STREET<br>FORT WORTH 76102                    |               | X         |         |       |
| GFT Strategies, LLC<br>500 COMMERCE STREET<br>FORT WORTH 76102                |               | X         |         |       |
| Goff MCEP II LP<br>500 COMMERCE STREET<br>FORT WORTH, TX 76102                |               | X         |         |       |
| GFS MCEP GP, LLC<br>500 COMMERCE STREET<br>FORT WORTH, TX 76102               |               | X         |         |       |
| GFS Management, LLC<br>500 COMMERCE STREET<br>FORT WORTH, TX 76102            |               | X         |         |       |
| Goff Focused Strategies LLC<br>500 COMMERCE STREET<br>FORT WORTH, TX 76102    |               | X         |         |       |
| John C. Goff 2010 Family Trust<br>500 COMMERCE STREET<br>FORT WORTH, TX 76102 |               | X         |         |       |

## Signatures

John C. Goff

01/08/2019

\_\_Signature of Reporting Person

Date

Goff MCEP II, LP, By: GFS MCEP GP, LLC, the general partner, By John C. Goff, Chief  
Executive Officer

01/08/2019

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| <u>Signature of Reporting Person</u>   | Date       |
|--|------------|
| GFS MCEP GP, LLC, By: John C. Goff, Chief Executive Officer  | 01/08/2019 |
| <u>Signature of Reporting Person</u>   | Date       |
| GFS REN GP, LLC, By: John C. Goff, Chief Executive Officer   | 01/08/2019 |
| <u>Signature of Reporting Person</u>   | Date       |
| GFS Management, LLC, By: its managing member, Goff Focused Strategies LLC, By: John C. Goff, Chief Executive Officer | 01/08/2019 |
| <u>Signature of Reporting Person</u>   | Date       |
| Goff Focused Strategies LLC, By: John C. Goff, Chief Executive Officer   | 01/08/2019 |
| <u>Signature of Reporting Person</u>   | Date       |
| GFT Strategies, LLC, By: its controlling equity holder, John C. Goff 2010 Family Trust By: John C. Goff, Trustee     | 01/08/2019 |
| <u>Signature of Reporting Person</u>   | Date       |
| John C. Goff 2010 Family Trust, By: John C. Goff, Trustee  | 01/08/2019 |
| <u>Signature of Reporting Person</u>   | 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) These Common Units are directly held by the John C. Goff 2010 Family Trust (the Trust). John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the common units representing limited partner interests (Common Units) held by the Trust.
- (2) These Common Units are directly held by Goff Family Investments, LP (Goff Investments). Goff Capital, Inc. (Goff Capital) is the general partner of Goff Investments and, as such, it may be deemed to beneficially own the Common Units held by Goff Investments. The Trust is the controlling shareholder of Goff Capital and, as such, it may be deemed to beneficially own the Common Units held by Goff Capital. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the securities held by the Trust.
- (3) The Class A Convertible Preferred Units (Class A Preferred Units) are convertible into Common Units on a one-for-one basis and have no expiration date.
- (4) The Class B Convertible Preferred Units (Class B Preferred Units) are convertible into Common Units on a one-for-one basis and have no expiration date.
- (5) These Class A Preferred Units are held directly by Goff MCEP Holdings, LLC (Goff MCEP Holdings). Goff Capital is the manager of Goff MCEP Holdings, and, as such, it may be deemed to beneficially own the Class A Preferred Units held by Goff MCEP Holdings. The Trust is the controlling shareholder of Goff Capital, and, as such, it may be deemed to beneficially own the Class A Preferred Units held by Goff Capital. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Class A Preferred Units held by the Trust.
- (6) These Class A and Class B Preferred Units are held directly by Goff REN Holdings, LLC (Goff REN). GFS REN GP, LLC (GFS REN) is the managing member of Goff REN and, as such, it may be deemed to beneficially own the Class A and Class B Preferred Units held by Goff REN. GFS Management, LLC (GFS Management) is the managing member of GFS REN and, as such, it may be deemed to beneficially own the Class A and Class B Preferred Units held by GFS Management. Goff Focused Strategies LLC (GFS) is the managing member of GFS Management and, as such, it may be deemed to beneficially own the Class A and Class B Preferred Units held by GFS Management.
- (7) (Continued from Footnote 6) GFT Strategies, LLC (GFT) is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Class A and Class B Preferred Units held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the Class A and Class B Preferred Units held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Class A and Class B Preferred Units held by the Trust.
- (8) These Class A Preferred Units are held directly by the Goff Family Foundation (Family Foundation). John C. Goff is the sole board member of the Family Foundation and, as such, he may be deemed to beneficially own the Class A Preferred Units held by the

Family Foundation.

(9) These Class B Preferred Units are held directly by Goff MCEP II, LP (Goff MCEP II). GFS MCEP GP, LLC (GFS MCEP) is the general partner of Goff MCEP II and, as such, it may be deemed to beneficially own the Class B Preferred Units held by Goff MCEP II. GFS Management is the managing member of GFS MCEP and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS MCEP. GFS is the managing member of GFS Management and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS Management. GFT is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Class B Preferred Units held by the Trust.

(10) These Class B Preferred Units are held directly by Goff REN Holdings II, LLC (Goff REN II). GFS REN is the managing member of Goff REN II and, as such, it may be deemed to beneficially own the Class B Preferred Units held by Goff REN II. GFS Management is the managing member of GFS REN and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS REN. GFS is the managing member of GFS Management and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS Management. GFT is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Class B Preferred Units held by the Trust.

(11) These Class B Preferred Units are held directly by Goff Focused Energy Strategies, LP (Goff Energy). GFS Energy GP, LLC (GFS Energy) is the general partner of Goff Energy and, as such, it may be deemed to beneficially own the Class B Preferred Units held by Goff Energy. GFS Management is the managing member of GFS Energy and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS Energy. GFS is the managing member of GFS Management and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS Management. GFT is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Class B Preferred Units held by the Trust.

**Remarks:**

This report on Form 4/A amends and replaces in its entirety the Form 4 filed by the Reporting Persons on January 3, 2019. Thi

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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