

# MID-CON ENERGY PARTNERS, LP

## FORM S-3/A

(Securities Registration Statement (simplified form))

Filed 02/15/17

Address	2431 E. 61ST STREET SUITE 850 TULSA, OK 74136
Telephone	918-743-7575
CIK	0001527709
Symbol	MCEP
SIC Code	1311 - Crude Petroleum and Natural Gas
Industry	Oil & Gas Exploration and Production
Sector	Energy
Fiscal Year	12/31

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

Amendment No. 1  
to

**Form S-3**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
**Mid-Con Energy Partners, LP**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**45-2842469**  
(I.R.S. Employer  
Identification Number)

**2431 East 61st Street, Suite 850, Tulsa, Oklahoma 74136**  
**(918) 743-7575**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Charles L. McLawhorn, III**  
**Mid-Con Energy GP, LLC**  
**2431 East 61st Street, Suite 850**  
**Tulsa, Oklahoma 74136**  
**(918) 743-7575**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*  
**William J. Cooper**  
**Courtney Cochran Butler**  
**Andrews Kurth Kenyon LLP**  
**1350 I Street, NW, Suite 1100**  
**Washington, D.C. 20005**  
**(202) 662-2700**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company) Smaller reporting company

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

## EXPLANATORY NOTE

Mid-Con Energy Partners, LP is filing this pre-effective Amendment No. 1 on Form S-3/A to the Registration Statement on Form S-3 (Registration No. 333-214536), originally filed on November 9, 2016 (the "Registration Statement"), as an exhibit-only filing to file (i) the Opinion of Andrews Kurth Kenyon LLP filed herewith as Exhibit 5.1 (the "Opinion") and (ii) an updated consent of Grant Thornton LLP, filed herewith as Exhibit 23.2. Accordingly, this Amendment No. 1 consists only of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, the signature page to the Registration Statement, the exhibit index, the Opinion filed herewith as Exhibit 5.1 and the consent filed herewith as Exhibit 23.2. The prospectus and the balance of Part II of the Registration Statement are unchanged and have been omitted.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits**

**Exhibit**

- 1.1\*\*\* Form of Underwriting Agreement.
  
- 3.1 Certificate of Limited Partnership of Mid-Con Energy Partners, LP (incorporated by reference to Exhibit 3.1 to Mid-Con Energy Partners, LP's Registration Statement on Form S-1 filed on August 12, 2011 (File No. 333-176265)).
  
- 3.2 First Amended and Restated Agreement of Limited Partnership of Mid-Con Energy Partners, LP, dated as of December 20, 2011 (incorporated by reference to Exhibit 3.1 to Mid-Con Energy Partners, LP's current report on Form 8-K filed on December 23, 2011).
  
- 3.3 First Amendment to First Amended and Restated Agreement of Limited Partnership of Mid-Con Energy Partners, LP, dated August 11, 2016 (incorporated by reference to Exhibit 3.1 to Mid-Con Energy Partners, LP's current report on Form 8-K filed on August 16, 2016).
  
- 3.4 Certificate of Formation of Mid-Con Energy GP, LLC (incorporated by reference to Exhibit 3.4 to Mid-Con Energy Partners, LP's Registration Statement on Form S-1 filed on August 12, 2011 (File No. 333-176265)).
  
- 3.5 Second Amended and Restated Limited Liability Company Agreement of Mid-Con Energy GP, LLC, dated as of January 24, 2017 (incorporated by reference to Exhibit 3.1 to Mid-Con Energy Partners, LP's current report on Form 8-K filed on January 25, 2017).
  
- 4.1 Registration Rights Agreement, dated August 11, 2016, by and among Mid-Con Energy Partners, LP and the Purchasers named therein (incorporated by reference to Exhibit 3.1 to Mid-Con Energy Partners, LP's current report on Form 8-K filed on August 16, 2016).
  
- 5.1\*\* Opinion of Andrews Kurth Kenyon LLP as to the legality of the securities being registered
  
- 8.1\* Opinion of Andrews Kurth Kenyon LLP relating to tax matters
  
- 23.1\* Consent of Cowley, Gillespie & Associates, Inc.
  
- 23.2\*\* Consent of Grant Thornton LLP
  
- 23.3\*\* Consent of Andrews Kurth Kenyon LLP (included in Exhibit 5.1)
  
- 24.1\* Powers of Attorney

\* Previously filed.

\*\* Filed herewith.

\*\*\* To be filed by amendment or incorporated by reference in connection with the offering of a particular class or series of securities.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa, State of Oklahoma.

Date: February 14, 2017

### MID-CON ENERGY PARTNERS, LP

By: **Mid-Con Energy GP, LLC its general partner**

By: /s/ Charles L. McLawhorn, III

Charles L. McLawhorn, III

Vice President, General Counsel & Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates presented.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>*</u>	Executive Chairman of the Board of Directors	February 14, 2017
Charles R. Olmstead		
<u>*</u>	President, Chief Executive Officer and Director (Principal Executive Officer)	February 14, 2017
Jeffrey R. Olmstead		
<u>*</u>	Vice President and Chief Financial Officer (Principal Financial Officer)	February 14, 2017
Matthew R. Lewis		
<u>*</u>	Chief Accounting Officer (Principal Accounting Officer)	February 14, 2017
Sherry L. Morgan		
<u>*</u>	Director	February 14, 2017
Peter A. Leidel		
<u>*</u>	Director	February 14, 2017
Cameron O. Smith		
<u>*</u>	Director	February 14, 2017
Peter Adamson III		
<u>*</u>	Director	February 14, 2017
C. Fred Ball Jr.		
<u>/s/ Wilkie Colyer</u>	Director	February 14, 2017
Wilkie Colyer		

\*By: /s/ Charles L. McLawhorn, III  
Charles L. McLawhorn, III, Attorney-in-fact

## INDEX TO EXHIBITS

### Exhibit

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- 24.1\* Powers of Attorney

### Exhibit

\* Previously filed.

\*\* Filed herewith.

\*\*\* To be filed by amendment or as an exhibit to a Current Report on Form 8-K.

February 14, 2017

Mid-Con Energy Partners, LP  
2431 East 61st Street, Suite 850  
Tulsa, Oklahoma 74136

Ladies and Gentlemen:

We have acted as special counsel to Mid-Con Energy Partners, LP, a Delaware limited partnership (the “Partnership”), in connection with the preparation of the Partnership’s registration statement on Form S-3 (File No. 333-214536) (the “Registration Statement”), filed with the United States Securities and Exchange Commission (the “SEC”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), relating to the offer and sale from time to time by the selling unitholders named in the Registration Statement of up to 18,801,132 common units (the “Securities”) representing limited partner interests in the Partnership (“Common Units”), including (i) 11,627,906 Common Units issuable upon conversion of Class A Convertible Preferred Units issued by the Partnership to the selling unitholders named in the Registration Statement (the “Preferred Units”) and (ii) up to 7,173,226 Common Units issuable upon conversion of Class A Convertible Preferred Units that the Partnership may issue as payment in kind in respect of the Preferred Units (the “PIK Preferred Units”).

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issue of the Securities.

In rendering the opinions set forth herein, we have read and examined and relied on originals or copies, certified or otherwise identified to our satisfaction, of the Certificate of Limited Partnership of the Partnership, the First Amended and Restated Agreement of Limited Partnership of the Partnership, as amended, (the “Partnership Agreement”), and such other documents, certificates and records as we have deemed necessary or appropriate as a basis for the opinions set forth herein. In our examination, we have assumed, without independent investigation (a) the genuineness of the signatures on all documents that we have examined, (b) the legal capacity of all natural persons, (c) the authenticity of all documents supplied to us as originals, (d) the conformity to the authentic originals of all documents supplied to us as certified, photostatic or faxed copies and (e) the authenticity of the originals of such latter documents.

Our opinions expressed herein are limited to the Delaware Revised Uniform Limited Partnership Act and the Limited Liability Company Act of the State of Delaware, and we express no opinion as to the laws of any other jurisdiction.

Based upon and subject to the foregoing and on such legal considerations as we deem relevant, we are of the opinion that:

1. The Securities have been duly authorized by all necessary limited partnership action of the Partnership.

2. The Securities issuable upon conversion of Preferred Units will, when issued in accordance with the terms of the Partnership Agreement, be validly issued, and holders of such Securities will have no obligation to make further payments for the purchase of such Securities or contributions to the Partnership solely by reason of their ownership of such Securities or their status as limited partners of the Partnership, and no personal liability for the debts, obligations and liabilities of the Partnership, whether arising in contract, tort or otherwise, solely by reason of being limited partners of the Partnership.

3. Upon the authorization and approval by the board of directors of Mid-Con Energy GP, LLC, the general partner of the Partnership, of the issuance of PIK Preferred Units by the Partnership as payment in kind with respect to Preferred Units and the issuance of such PIK Preferred Units by the Partnership in accordance with the terms of the Partnership Agreement, the Securities issuable upon conversion of such PIK Preferred Units will, when issued in accordance the terms of the Partnership Agreement, be validly issued, and holders of such Securities will have no obligation to make further payments for the purchase of such Securities or contributions to the Partnership solely by reason of their ownership of such Securities or their status as limited partners of the Partnership, and no personal liability for the debts, obligations and liabilities of the Partnership, whether arising in contract, tort or otherwise, solely by reason of being limited partners of the Partnership.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to this firm under the caption "Legal Matters" in the prospectus included in the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in law.

Very truly yours,

/s/ Andrews Kurth Kenyon LLP



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated February 29, 2016 with respect to the consolidated financial statement included in the Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption "Experts".

*/s/ Grant Thornton, LLP*

Tulsa, Oklahoma  
February 14, 2017