

MID-CON ENERGY PARTNERS, LP

Reported by
COLYER WILKIE SCHELL JR

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 03/08/17 for the Period Ending 02/01/17

| | |
|-------------|---|
| 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 |

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | |
|---|---------|----------|---|--|---|-------|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement (MM/DD/YYYY) | | 3. Issuer Name and Ticker or Trading Symbol | | |
| Colyer Wilkie Schell Jr | | | 2/1/2017 | | Mid-Con Energy Partners, LP [MCEP] | | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| 2431 E 61ST STREET, SUITE 850 | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | | | |
| (Street) | | | 5. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| TULSA, OK 74136 | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) | | | (State) | | | (Zip) | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Class A Convertible Preferred Units | 2/11/2017 | 8/11/2021 | Common Units Representing Limited Partner Interests | 23256 | \$2.15 | I | By Goff MCEP Holdings, LLC (1) |
| Class A Convertible Preferred Units | 2/11/2017 | 8/11/2017 | Common Units Representing Limited Partner Interests | 92023 | \$2.15 | I | By Goff MCEP Holdings, LLC (2) |

Explanation of Responses:

- (These Class A Convertible Preferred Units are held directly by Goff MCEP Holdings, LLC (Goff MCEP) but are held for the benefit of Mr. Colyer pursuant to an understanding between Mr. Colyer and Goff MCEP. Mr. Colyer is a principal of Goff Capital, Inc. (Goff Capital) which is the manager of Goff MCEP. Mr. Colyer and Goff Capital each disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interest therein.
- (These Class A Convertible Preferred Units are held directly by Goff MCEP but are held for the benefit of Colyer Interests, LLC (Colyer Interests), of which Mr. Colyer is the Managing Member, pursuant to an understanding between Colyer Interests and Goff MCEP. Mr. Colyer is a principal of Goff Capital which is the manager of Goff MCEP. Mr. Colyer, Goff Capital and Colyer Interests each disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein.

Remarks:

Exhibit 24 - Power of Attorney

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Colyer Wilkie Schell Jr 2431 E 61ST STREET SUITE 850 TULSA, OK 74136 | X | | | |

Signatures

/s/ Charles L. McLawhorn, III, Vice President, General Counsel and Attorney-in-Fact

3/8/2017

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.

**POWER OF ATTORNEY FOR
For Executing Forms 3, 4 and 5, Form 144 and Schedules 13D and 13G**

Know all by these presents, that the undersigned's hereby makes, constitutes and appoints Charles L. McLawhorn, III, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) execute for and on behalf of the undersigned (a) Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Act") and the rules thereunder, (b) Form 144 and (c) Schedules 13D and 13G (including amendments thereto) in accordance with Sections 13(d) and 13(g) of the Act and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Form 144 or Schedule 13D or 13G (including amendments thereto) and timely file such Forms or Schedules with the Securities and Exchange Commission (the "SEC") and any stock exchange, self-regulatory association or any other authority;
- (3) take any necessary or appropriate action to obtain or regenerate codes and passwords enabling the undersigned to make electronic filings with the SEC of such Form or Schedules; and
- (4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorneys-in-fact substitute, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is Mid-Con Energy GP, LLC or Mid-Con Energy Partners, LP assuming) any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Act.

The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally, electronically or in writing by the undersigned to the attorney-in-fact. The undersigned also agrees to indemnify and hold harmless Mid-Con Energy GP, LLC, Mid-Con Energy Partners, LP and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omissions of necessary facts in the information provided by the undersigned to Mid-Con Energy GP, LLC, Mid-Con Energy Partners, LP or such attorney-in-fact for purposes of executing, acknowledging, delivering or filing Form 3, 4 or 5, Form 144 or Schedule 13D and 13G (including amendments thereto) and agrees to reimburse Mid-Con Energy GP, LLC, Mid-Con Energy Partners, LP and such attorney-in-fact on demand for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5, Form 144 and Schedules 13D and 13G (including amendments thereto) with respect to the undersigned's holdings of and transactions in securities issued by Mid-Con Energy Partners, LP unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact; provided, however, that this Power of Attorney shall automatically terminate with respect to such attorney-in-fact at such time as the attorney-in-fact ceases to be an officer or employee of Mid-Con Energy GP, LLC or any of its affiliates. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

/s/ Wilkie S. Colyer, Jr.

Name: *Wilkie S. Colyer, Jr.*

Date: *March 8, 2017*