

MID-CON ENERGY PARTNERS, LP

Reported by
GOFF JOHN C

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/02/18 for the Period Ending 01/31/18

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CIK	0001527709
Symbol	MCEP
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * GOFF JOHN C (Last) (First) (Middle) 500 COMMERCE STREET (Street) FORT WORTH, TX 76102 (City) (State) (Zip)	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) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) 1/31/2018		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class A Convertible Preferred Units	(1)							2/11/2017	(1)	Common Units Representing Limited Partner Interests	4558139		4558139	I	See footnote (2)
Class B Convertible Preferred Units	(3)	1/31/2018		P		6666667		7/31/2018	(3)	Common Units Representing Limited Partner Interests	6666667	\$1.53	6666667	I	See footnote (4)

Explanation of Responses:

- (1) The Class A Convertible Preferred Units ("Class A Preferred Units") are convertible into common units representing limited partner interests ("Common Units") on a one-for-one basis and have no expiration date.
- (2) The Class A Preferred Units are owned directly by Goff MCEP Holdings, LLC (2,697,674) and Goff REN Holdings, LLC (1,860,465), each of which is indirectly partially owned by the Reporting Person.
- (3) The Class B Convertible Preferred Units ("Class B Preferred Units") are convertible into Common Units on a one-for-one basis beginning on July 31, 2018 and have no expiration date.
- (4) The Class B Preferred Units are owned directly by Goff MCEP II, LP (5,098,039), Goff REN Holdings, LLC (784,314) and Goff REN Holdings II, LLC (784,314), each of which is indirectly partially owned by the Reporting Person.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOFF JOHN C 500 COMMERCE STREET FORT WORTH, TX 76102		X		

Signatures

/s/ **John C. Goff**

2/2/2018

** 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 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).

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.