

MID-CON ENERGY PARTNERS, LP

Reported by
COLYER WILKIE SCHELL JR

FORM 4

(Statement of Changes in Beneficial Ownership)

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

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

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Colyer Wilkie Schell Jr			Mid-Con Energy Partners, LP [MCEP]			<input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
2431 E 61ST STREET, SUITE 850			1/31/2018					
(Street)			4. 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 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			
Common units representing limited partner interests								4000	D	

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	\$2.15							2/11/2017	8/11/2021	Common Units Representing Limited Partner Interests	23256		23256	I	By Goff MCEP Holdings, LLC (1)
Class A Convertible Preferred Units	\$2.15							2/11/2017	8/11/2021	Common Units Representing Limited Partner Interests	93023 (5)		93023 (5)	I	By Goff MCEP Holdings, LLC (2)
Class B Convertible Preferred Units	\$1.53							7/31/2018	8/11/2021	Common Units Representing Limited Partner Interests	65359		65359	I	By Goff MCEP II, LP (3)
Class B Convertible Preferred Units	\$1.53							7/31/2018	8/11/2021	Common Units Representing Limited Partner Interests	130719		130719	I	By Goff MCEP II, LP (4)

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.
- These Class B Convertible Preferred Units are held directly by Goff MCEP II, LP (Goff MCEP II) but are held for the benefit of Mr. Colyer pursuant to an understanding between Mr. Colyer and Goff MCEP II. Mr. Colyer is the Senior Vice President/Investments, of GFS MCEP GP, LLC (GFS MCEP) which is the general partner of Goff MCEP II. Mr. Colyer and GFS MCEP each disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interest therein.
- These Class B Convertible Preferred Units are held directly by Goff MCEP II but are held for the benefit of Colyer Interests, of which Mr. Colyer is the Managing Member, pursuant to an understanding between Mr. Colyer and Goff MCEP II. Mr. Colyer, is the Senior Vice President/ Investments of GFS MCEP which is the general partner of Goff MCEP II. Mr. Colyer, Colyer Interests and GFS MCEP each disclaim beneficial ownership of these securities

except to the extent of their respective pecuniary interest therein.

(5) Number of securities previously reported in error on March 8, 2017, which is hereby amended to accurately reflect the number of securities owned.

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 & Attorney-in-Fact

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.