

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report: February 6, 2020

Date of Earliest Event Reported: February 1, 2020

MID-CON ENERGY PARTNERS, LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35374
(Commission
File Number)

45-2842469
(IRS Employer
Identification No.)

2431 E. 61st Street, Suite 850
Tulsa, Oklahoma
(Address of principal executive offices)

74136
(Zip code)

(918) 743-7575
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities Registered pursuant to Section 12(b) of the Act:

| Title of each class | Ticker symbol(s) | Name of each exchange on which registered |
|---|------------------|---|
| Common Units Representing Limited Partner Interests | MCEP | NASDAQ Global Select Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 **Departure of Directors of Certain Officers: Election of Directors: Appointment of Certain Officers: Compensatory Arrangements of Certain Officers.**

In connection with Jeffrey R. Olmstead's previously announced sabbatical from his positions as President, Chief Executive Officer and Director of Mid-Con Energy GP, LLC (the "General Partner") the general partner of Mid-Con Energy Partners, LP (the "Partnership"), effective February 1, 2020, the General Partner appointed Chad B. Roller, Ph.D., 43, as President of the General Partner.

Dr. Roller will receive salary and benefits, and will participate in the Partnership's Long Term Incentive Program and Change in Control Severance Plan, at levels commensurate with his employment grade level and position.

Since 2012, Dr. Roller has held a number of positions of increasing responsibility with Mid-Con Energy Operating, LLC, and the General Partner, including most recently as Chief Operating Officer.

There is no arrangement or understanding between Dr. Roller and any other person pursuant to which he was selected as an officer of the Company. There are no family relationships between Dr. Roller and any of the Company's directors or executive officers. There are no relationships between Dr. Roller and the Company that would require disclosure pursuant to Item 404(a) of Regulation S-K.

Item 7.01 **Regulation FD Disclosures**

On February 6, 2020, Mid-Con Energy Partners, LP (the "Partnership") issued a press release announcing a cash distribution for its Class A and Class B Convertible Preferred Units (the "Preferred Units") as further described below and in the press release.

The information disclosed in this Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities under that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as expressly set forth by specific reference in such filing.

Item 8.01 **Other Events**

On February 6, 2020, the Partnership issued a press release announcing that the Board of Directors of its general partner declared a cash distribution for: (1) its Class A Convertible Preferred Units for the fourth quarter of 2019, a cash distribution of \$0.0430 per Preferred Unit and (2) its Class B Convertible Preferred Units for the fourth quarter of 2019, a cash distribution of \$0.0306 per Preferred Unit, according to terms outlined in the Partnership Agreement. Such cash distributions will be paid on February 14, 2020 to holders of record as of the close of business on February 7, 2020.

Item 9.01 **Financial Statements and Exhibits**

(d) - *Exhibits*

| <u>No.</u> | <u>Description</u> |
|------------|---|
| 99.1 | Press Release dated February 6, 2020. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MID-CON ENERGY PARTNERS, LP

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

Dated: February 6, 2020

By: */s/Charles L. McLawhorn, III*
Charles L. McLawhorn, III
Vice President, General Counsel and Secretary



Mid-Con Energy Partners, LP Announces Quarterly Distribution on Preferred Units

TULSA, February 6, 2020 – Mid-Con Energy Partners, LP (NASDAQ: MCEP) (“Mid-Con Energy” or the “Partnership”) announces that the Board of Directors of its General Partner declared a cash distribution for: (1) its Class A Convertible Preferred Units for the fourth quarter of 2019, a cash distribution of \$0.0430 per Preferred Unit and (2) its Class B Convertible Preferred Units for the fourth quarter of 2019, a cash distribution of \$0.0306 per Preferred Unit, according to terms outlined in the Partnership Agreement. Such cash distributions will be paid on February 14, 2020 to holders of record as of the close of business on February 7, 2020.

About Mid-Con Energy Partners, LP

Mid-Con Energy is a publicly held Delaware limited partnership formed in July 2011 to own, acquire, and develop producing oil and natural gas properties in North America, with a focus on Enhanced Oil Recovery. Mid-Con Energy’s core areas of operation are located in Oklahoma and Wyoming. For more information, please visit Mid-Con Energy’s website at www.midconenergypartners.com.

Forward-Looking Statements

This press release may include “forward-looking statements” — that is, statements related to future, not past, events within meaning of the federal securities laws. Forward-looking statements are based on current expectations and include any statement that does not directly relate to a current or historical fact. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as “anticipate,” “believe,” “estimate,” “intend,” “expect,” “plan,” “project,” “should,” “goal,” “forecast,” “guidance,” “could,” “may,” “continue,” “might,” “potential,” “scheduled,” “pursue,” “target,” “will” and the negative of such terms or other comparable terminology. These forward-looking statements involve certain risks and uncertainties and ultimately may not prove to be accurate. Actual results and future events could differ materially from those anticipated in such statements. For further discussion of risks and uncertainties, you should refer to Mid-Con Energy’s filings with the Securities and Exchange Commission (“SEC”) available at www.midconenergypartners.com or www.sec.gov. Mid-Con Energy undertakes no obligation and does not intend to update these forward-looking statements to reflect events or circumstances occurring after this press release. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement and our SEC filings. Please see the risks and uncertainties detailed in the “Forward-Looking Statements” and “Risk Factors” sections of our Annual Report on Form 10-K for the year ended December 31, 2018, and in other documents and reports we file from time to time with the SEC.

Investor Relations Contact

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