

**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: January 22, 2019

Date of Earliest Event Reported: January 22, 2019

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))

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.

The information disclosed in this Form 8-K, including Exhibit 99.1 hereto, 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 7.01 Regulation FD Disclosure.

On January 22, 2019, 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”) for the fourth quarter of 2018 as further described below and in the press release. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference

Item 8.01 Other Events.

On January 22, 2019, the Partnership issued a press release announcing that the Board of Directors declared a cash distribution for its Class A Convertible Preferred Units and its Class B Convertible Units for the fourth quarter ended December 31, 2018, according to terms outlined in the Partnership Agreement. A cash distribution of \$0.043 per Class A Convertible Preferred Unit, and \$0.0306 per Class B Convertible Preferred Unit will be paid on February 14, 2019 to holders of record as of the close of business on February 7, 2019.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

[99.1 Press release dated January 22, 2019.](#)

MID-CON ENERGY PARTNERS, LP

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

Dated: January 22, 2019

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, January 22, 2019 – 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 2018, a cash distribution of \$0.0430 per Preferred Unit and (2) its Class B Convertible Preferred Units for the fourth quarter of 2018, 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, 2019 to holders of record as of the close of business on February 7, 2019.

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, Texas, and Wyoming. For more information, please visit Mid-Con Energy’s website at www.midconenergypartners.com.

FORWARD-LOOKING STATEMENTS

This press release includes “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, 2017, and in other documents and reports we file from time to time with the SEC.

INVESTOR RELATIONS CONTACT

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