

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* <u>GOFF JOHN C</u> (Last) (First) (Middle) 500 COMMERCE STREET (Street) FORT WORTH TX 76102 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mid-Con Energy Partners, LP [MCEP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2018	
		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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	12/31/2018		P		280,000	A	\$0.7798	518,000	I	See footnote ⁽¹⁾
Common Units	12/31/2018		P		100,000	A	\$0.7798	160,000	I	See footnote ⁽²⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Class A Convertible Preferred Units	(3)							02/11/2017	(3)	Common Units Representing Limited Partner Interests	2,697,674	2,697,674	I	See footnote ⁽⁵⁾
Class A Convertible Preferred Units	(3)							02/11/2017	(3)	Common Units Representing Limited Partner Interests	1,860,465	1,860,465	I	See footnote ⁽⁶⁾⁽⁷⁾
Class A Convertible Preferred Units	(3)							02/11/2017	(3)	Common Units Representing Limited Partner Interests	232,558	232,558	I	See footnote ⁽⁸⁾
Class B Convertible Preferred Units	(4)							07/31/2018	(4)	Common Units Representing Limited Partner Interests	5,098,039	5,098,039	I	See footnote ⁽⁹⁾
Class B Convertible Preferred Units	(4)							07/31/2018	(4)	Common Units Representing Limited Partner Interests	784,314	784,314	I	See footnote ⁽⁶⁾⁽⁷⁾
Class B Convertible Preferred Units	(4)							07/31/2018	(4)	Common Units Representing Limited Partner Interests	784,314	784,314	I	See footnote ⁽¹⁰⁾
Class B Convertible Preferred Units	(4)							07/31/2018	(4)	Common Units Representing Limited Partner Interests	2,614,379	2,614,379	I	See footnote ⁽¹¹⁾

1. Name and Address of Reporting Person*

[GOFF JOHN C](#)

(Last) (First) (Middle)

500 COMMERCE STREET

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GFS REN GP, LLC](#)

(Last) (First) (Middle)

500 COMMERCE STREET

(Street)

FORT WORTH 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GFT Strategies, LLC](#)

(Last) (First) (Middle)

500 COMMERCE STREET

(Street)

FORT WORTH 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Goff MCEP II LP](#)

(Last) (First) (Middle)

500 COMMERCE STREET

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GFS MCEP GP, LLC](#)

(Last) (First) (Middle)

500 COMMERCE STREET

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
GFS Management, LLC		
(Last)	(First)	(Middle)
500 COMMERCE STREET		
(Street)		
FORT WORTH	TX	76102
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Goff Focused Strategies LLC		
(Last)	(First)	(Middle)
500 COMMERCE STREET		
(Street)		
FORT WORTH	TX	76102
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
John C. Goff 2010 Family Trust		
(Last)	(First)	(Middle)
500 COMMERCE STREET		
(Street)		
FORT WORTH	TX	76102
(City) (State) (Zip)		

Explanation of Responses:

1. These Common Units are directly held by the John C. Goff 2010 Family Trust (the Trust). John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the common units representing limited partner interests (Common Units) held by the Trust.
2. These Common Units are directly held by Goff Family Investments, LP (Goff Investments). Goff Capital, Inc. (Goff Capital) is the general partner of Goff Investments and, as such, it may be deemed to beneficially own the Common Units held by Goff Investments. The Trust is the controlling shareholder of Goff Capital and, as such, it may be deemed to beneficially own the Common Units held by Goff Capital. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the securities held by the Trust.
3. The Class A Convertible Preferred Units (Class A Preferred Units) are convertible into Common Units on a one-for-one basis and have no expiration date.
4. The Class B Convertible Preferred Units (Class B Preferred Units) are convertible into Common Units on a one-for-one basis and have no expiration date.
5. These Class A Preferred Units are held directly by Goff MCEP Holdings, LLC (Goff MCEP Holdings). Goff Capital is the manager of Goff MCEP Holdings, and, as such, it may be deemed to beneficially own the Class A Preferred Units held by Goff MCEP Holdings. The Trust is the controlling shareholder of Goff Capital, and, as such, it may be deemed to beneficially own the Class A Preferred Units held by Goff Capital. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Class A Preferred Units held by the Trust.
6. These Class A and Class B Preferred Units are held directly by Goff REN Holdings, LLC (Goff REN). GFS REN GP, LLC (GFS REN) is the managing member of Goff REN and, as such, it may be deemed to beneficially own the Class A and Class B Preferred Units held by Goff REN. GFS Management, LLC (GFS Management) is the managing member of GFS REN and, as such, it may be deemed to beneficially own the Class A and Class B Preferred Units held by GFS REN. Goff Focused Strategies LLC (GFS) is the managing member of GFS Management and, as such, it may be deemed to beneficially own the Class A and Class B Preferred Units held by GFS Management.
7. (Continued from Footnote 6) GFT Strategies, LLC (GFT) is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Class A and Class B Preferred Units held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the Class A and Class B Preferred Units held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Class A and Class B Preferred Units held by the Trust.
8. These Class A Preferred Units are held directly by the Goff Family Foundation (Family Foundation). John C. Goff is the sole board member of the Family Foundation and, as such, he may be deemed to beneficially own the Class A Preferred Units held by the Family Foundation.
9. These Class B Preferred Units are held directly by Goff MCEP II, LP (Goff MCEP II). GFS MCEP GP, LLC (GFS MCEP) is the general partner of Goff MCEP II and, as such, it may be deemed to beneficially own the Class B Preferred Units held by Goff MCEP II. GFS Management is the managing member of GFS MCEP and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS MCEP. GFS is the managing member of GFS Management and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS Management. GFT is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Class B Preferred Units held by the Trust.
10. These Class B Preferred Units are held directly by Goff REN Holdings II, LLC (Goff REN II). GFS REN is the managing member of Goff REN II and, as such, it may be deemed to beneficially own the Class B Preferred Units held by Goff REN II. GFS Management is the managing member of GFS REN and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS REN. GFS is the managing member of GFS Management and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS Management. GFT is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Class B Preferred Units held by the Trust.
11. These Class B Preferred Units are held directly by Goff Focused Energy Strategies, LP (Goff Energy). GFS Energy GP, LLC (GFS Energy) is the general partner of Goff Energy and, as such, it may be deemed to beneficially own the Class B Preferred Units held by Goff Energy. GFS Management is the managing member of GFS Energy and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS Energy. GFS is the managing member of GFS Management and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS Management. GFT is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Class B Preferred Units held by the Trust.

Remarks:

This report on Form 4/A amends and replaces in its entirety the Form 4 filed by the Reporting Persons on January 3, 2019. This report on Form 4/A is being filed solely to add the following persons as Reporting Persons to this report: GFS MCEP GP, LLC, GFS REN GP, LLC, GFS Management, LLC, GFT Strategies, LLC, and Goff Focused Strategies LLC. All other provisions in the original Form 4 remain unchanged.

<u>John C. Goff</u>	<u>01/08/2019</u>
<u>Goff MCEP II, LP, By: GFS MCEP GP, LLC, the general partner, By John C. Goff, Chief Executive Officer</u>	<u>01/08/2019</u>
<u>GFS MCEP GP, LLC, By: John C. Goff, Chief Executive Officer</u>	<u>01/08/2019</u>
<u>GFS REN GP, LLC, By: John C. Goff, Chief Executive Officer</u>	<u>01/08/2019</u>
<u>GFS Management, LLC, By: its managing member, Goff Focused Strategies LLC, By: John C. Goff, Chief Executive Officer</u>	<u>01/08/2019</u>
<u>Goff Focused Strategies LLC, By: John C. Goff, Chief Executive Officer</u>	<u>01/08/2019</u>
<u>GFT Strategies, LLC, By: its controlling equity holder, John C. Goff 2010 Family Trust, By: John C. Goff, Trustee</u>	<u>01/08/2019</u>
<u>John C. Goff 2010 Family Trust, By: John C. Goff, Trustee</u>	<u>01/08/2019</u>

** 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 Number.