

**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 11, 2012
Date of Earliest Event Reported: January 9, 2012

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.)

2501 North Harwood Street, Suite 2410
Dallas, Texas 75201
(Address of principal executive offices)

(972) 479-5980
(Registrant's telephone number, including area code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))

Item 7.01 Regulation FD Disclosure.

On January 9, 2012, Mid-Con Energy Partners, LP (the "Partnership") issued a press release announcing the exercise of the underwriters' option to purchase an additional 810,000 common units representing limited partner interests in the Partnership at a price to the public of \$18.00 per common unit. The closing of the underwriters' over-allotment option occurred on January 9, 2012. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

On January 11, 2012, the Partnership issued a press release announcing the opening of its Dallas headquarters. A copy of the press release is furnished as Exhibit 99.2 hereto and is incorporated herein by reference.

The information furnished pursuant to this Item 7.01, including Exhibits 99.1 and 99.2 hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is not subject to the liabilities of that section and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, as amended, or the Exchange Act unless specifically identified therein as being incorporated therein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Mid-Con Energy Partners, LP Press Release dated January 9, 2012.
99.2	Mid-Con Energy Partners, LP Press Release dated January 11, 2012.

SIGNATURE

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.

Dated: January 11, 2012

Mid-Con Energy Partners, LP

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

By: /s/ Jeffrey R. Olmstead
Jeffrey R. Olmstead, President and Chief
Financial Officer

EXHIBIT INDEX

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**Mid-Con Energy Partners, LP Announces Sale of Additional Common Units**

DALLAS, January 9, 2012 – Mid-Con Energy Partners, LP (NASDAQ: MCEP) (“Mid-Con Energy”), announced that the underwriters of its initial public offering of 5,400,000 common units representing limited partner interests in the partnership, which closed on December 20, 2011, exercised in full their option to purchase an additional 810,000 common units. The issuance of the additional common units closed today.

As a result of the exercise of the over-allotment option, the public now owns a 34.5% limited partner interest in Mid-Con Energy. Net proceeds received by Mid-Con Energy from the sale of these additional common units were approximately \$13.6 million, after deducting underwriting discounts and a structuring fee. Mid-Con Energy intends to use these net proceeds to distribute additional cash consideration to the individuals and entities who held membership interests in Mid-Con Energy I, LLC and Mid-Con Energy II, LLC.

RBC Capital Markets, Raymond James and Wells Fargo Securities acted as joint book-running managers for the offering. Baird and Oppenheimer & Co. acted as co-managers for the offering. This offering of common units was made only by means of a prospectus. A written prospectus meeting the requirements of Section 10 of the Securities Act of 1933 may be obtained from the offices of:

RBC Capital Markets
Attn: Prospectus Department
3 World Financial Center
200 Vesey Street, 8th Floor
New York, New York 10281
Telephone: (877) 822-4089

Raymond James
Attn: Equity Syndicate
880 Carillon Parkway
Tower 3, 5th Floor
St. Petersburg, Florida 33716
Telephone: (800) 248-8863

Wells Fargo Securities
Attn: Equity Syndicate Department
375 Park Avenue
New York, New York 10152
Email: cmclientsupport@wellsfargo.com
Telephone: (800) 326-5897

A registration statement relating to these securities has been filed with, and declared effective by, the Securities and Exchange Commission (the "SEC"). The registration statement is available on the SEC's website at <http://www.sec.gov> under the registrant's name, "Mid-Con Energy Partners, LP." This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Mid-Con Energy Partners, LP

Mid-Con Energy is a Delaware limited partnership formed in July 2011 to own, operate, acquire, exploit and develop producing oil and natural gas properties in North America, with a focus on the Mid-Continent region of the United States. Mid-Con Energy's core areas of operation are located in Southern Oklahoma, Northeastern Oklahoma and parts of Oklahoma and Colorado within the Hugoton Basin.

Forward Looking Statements

This press release includes "forward-looking statements" — that is, statements related to future, not past, events. 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," "intend," "expect," "plan" or "will" or other similar words. 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 SEC filings. 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.

CONTACT:

Jeff Olmstead
President and Chief Financial Officer
(918) 743-7575
jolmstead@midcon-energy.com



Mid-Con Energy Partners, LP Announces Opening of Dallas Headquarters

DALLAS, January 11, 2012 – Mid-Con Energy Partners, LP (NASDAQ: MCEP) (“Mid-Con Energy”) is pleased to announce the opening of its Dallas headquarters, located at 2501 North Harwood Street, Suite 2410, Dallas, Texas 75201. The telephone number for Mid-Con Energy’s Dallas headquarters is (972) 479-5980.

The address and telephone number of Mid-Con Energy’s primary operations office will continue to be 2431 East 61st Street, Suite 850, Tulsa, Oklahoma 74136 and (918) 743-7575, respectively.

Forward-Looking Statements

This press release may include “forward-looking statements” — that is, statements related to future, not past, events. 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,” “intend,” “expect,” “plan” or “will” or other similar words. 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 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.

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