

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Reynolds Fred Norman</u> (Last) (First) (Middle) 420 THROCKMORTON STREET, SUITE 750 (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/21/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Stock	01/21/2021		D		29,939	D	\$0.00 ⁽²⁾	0	D	

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						Title
Phantom Units	(1)	01/21/2021		D			52,000 ⁽³⁾	(1)	(1)	Common Units	52,000	\$0.00	0	D	

Explanation of Responses:

- On October 23, 2020, Fred N. Reynolds received an equity award of 52,000 Phantom Units, convertible on a one for one basis into Common Units, issued under the Issuer's Long Term Incentive Plan. Subject to certain acceleration provisions, the Phantom Units were to vest on the earlier of (a) the twelve (12)-month anniversary of the date of grant and (b) the date of the annual meeting of unitholders next following the date of grant.
- On January 21, 2021, pursuant to the Agreement and Plan of Merger dated as of October 25, 2020 ("Merger") by and among Michael Merger Sub LLC, a Delaware limited liability company and a wholly-owned, direct subsidiary of Contango ("Merger Sub"), Contango Oil & Gas Company, a Texas corporation ("Contango"), Mid-Con Energy Partners, LP, a Delaware limited partnership ("Mid-Con"), and Mid-Con Energy GP, LLC, a Delaware limited liability company and the general partner of Mid-Con ("Mid-Con GP"), Mid-Con merged with and into Merger Sub with Merger Sub being the surviving entity and becoming a subsidiary of the Contango. At the effective time of the Merger, each outstanding Common Unit in Mid-Con ("Common Unit") was converted into the right to receive 1.7500 shares of Common Stock of Contango in consideration for each Common Unit that such holder owned immediately prior to the effective time of the Merger.
- The Agreement and Plan of Merger provides that, at the effective time of the Merger, each Mid-Con phantom unit award outstanding as of the effective time became fully vested, and was converted into the right to receive a number of shares of Contango common stock equal to the product of (i) the number of Mid-Con common units subject to such award and (ii) the exchange ratio.

Remarks:

Fred N. Reynolds 01/22/2021

** 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.