
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D/A
(Rule 13d-101)

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Mid-Con Energy Partners, L.P.
(Name of Issuer)

Common Units
(Title of Class of Securities)

59560V109
(CUSIP Number)

Drew F. Nachowiak
Senior Vice President, General Counsel and Corporate Secretary
GAINSCO, Inc.
3333 Lee Parkway, Suite 1200
Dallas, Texas 75219
(972) 629-4301

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 5, 2020
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSONS GAINSCO, Inc. 75-1617013	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF UNITS BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 679,585 (1)
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 679,585 (1)
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 679,585 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN UNITS <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.75% (2)	
14	TYPE OF REPORTING PERSON CO	

- (1) Consists of Common Units of Mid-Con Energy Partners, L.P., a Delaware limited partnership (the “*Issuer*”).
- (2) Based on 14,311,522 outstanding Common Units of the Issuer as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2020.

1	NAME OF REPORTING PERSONS SCG Ventures LP 90-0903529	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF UNITS BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 299,401 (1)
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 299,401 (1)
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 299,401 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN UNITS <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.09% (2)	
14	TYPE OF REPORTING PERSON PN	

- (1) Consists of Common Units of Mid-Con Energy Partners, L.P., a Delaware limited partnership (the “*Issuer*”).
- (2) Based on 14,311,522 outstanding Common Units of the Issuer as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2020.

1	NAME OF REPORTING PERSONS FWC Holdings, LLC 81-4320592	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF UNITS BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,000 (1)
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 1,000 (1)
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,000 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN UNITS <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) .007% (2)	
14	TYPE OF REPORTING PERSON OO	

- (1) Consists of Common Units of Mid-Con Energy Partners, L.P., a Delaware limited partnership (the “*Issuer*”).
- (2) Based on 14,311,522 outstanding Common Units of the Issuer as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2020.

1	NAME OF REPORTING PERSONS Stallings Management, LLC 46-1314152	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF UNITS BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 299,401 (1)
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 299,401 (1)
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 299,401 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN UNITS <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.09% (2)	
14	TYPE OF REPORTING PERSON OO	

- (1) Consists of Common Units of Mid-Con Energy Partners, L.P., a Delaware limited partnership (the “*Issuer*”).
- (2) Based on 14,311,522 outstanding Common Units of the Issuer as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2020.

1	NAME OF REPORTING PERSONS Robert W. Stallings	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF UNITS BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 299,401 (1)
	8	SHARED VOTING POWER 679,585 (1)
	9	SOLE DISPOSITIVE POWER 299,401 (1)
	10	SHARED DISPOSITIVE POWER 679,585 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 978,986 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN UNITS <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.84% (2)	
14	TYPE OF REPORTING PERSON IN	

- (1) Consists of Common Units of Mid-Con Energy Partners, L.P., a Delaware limited partnership (the “*Issuer*”).
- (2) Based on 14,311,522 outstanding Common Units of the Issuer as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2020.

1	NAME OF REPORTING PERSONS James R. Reis	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF UNITS BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,000 (1)
	8	SHARED VOTING POWER 679,585 (1)
	9	SOLE DISPOSITIVE POWER 1,000 (1)
	10	SHARED DISPOSITIVE POWER 679,585 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 680,585 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN UNITS <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.75% (2)	
14	TYPE OF REPORTING PERSON IN	

- (1) Consists of Common Units of Mid-Con Energy Partners, L.P., a Delaware limited partnership (the “*Issuer*”).
- (2) Based on 14,311,522 outstanding Common Units of the Issuer as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2020.

The Schedule 13D (the “*Schedule 13D*”) filed by the undersigned is amended as follows.

Item 1. Security and Issuer.

Item 1 is hereby amended to include the following:

The name of the issuer is Mid-Con Energy Partners, L.P. (the “*Issuer*”), a Delaware limited partnership. The address of the Issuer’s office is 2431 E. 61st Street, Suite 850, Tulsa, Oklahoma 74136. This Schedule 13D relates to the Issuer’s Common Units (the “*Common Units*”).

Item 2. Identity and Background.

Item 2 is hereby amended and restated in its entirety as follows:

A. This statement is being filed by:

- i. GAINSCO, Inc. (“*GAINSCO*”), a Texas corporation, with respect to the Common Units directly and beneficially owned by it.
- ii. SCG Ventures LP (“*SCG Ventures*”), a Texas limited partnership, with respect to the Common Units directly and beneficially owned by it.
- iii. FWC Holdings, LLC (“*FWC Holdings*”), a Texas limited liability company, with respect to the Common Units directly and beneficially owned by it.
- iv. Stallings Management, LLC (“*Stallings Management*”), a Texas limited liability company, as the general partner of SCG Ventures, with respect to the Common Units beneficially owned by it.
- v. Robert W. Stallings, a United States citizen, as the President of Stallings Management and as Executive Chairman of GAINSCO, with respect to the to the Common Units beneficially owned by him.
- vi. James R. Reis, a United States citizen, as the sole member of FWC Holdings and as Vice Chairman of GAINSCO, with respect to the Common Units beneficially owned by him.

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each of the Reporting Persons files this Schedule 13D jointly. The Reporting Persons are filing this Statement jointly, as they may be considered a “group” under Section 13(d)(3) of the Act. However, neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that such a group exists.

- A. The address of the principal office of each of GAINSCO, Inc., FWC Holdings, Robert W. Stallings and James R. Reis is 3333 Lee Parkway, Suite 1200, Dallas, Texas 75219.
- B. The address of the principal office of each of SCG Ventures and Stallings Management is 7905 Brookhollow Boulevard, Frisco, Texas 75034.
- C. The principal business of GAINSCO is a holding company.

- D. The principal business of SCG Ventures is managing investments for the family of Robert W. Stallings.
- E. The principal business of FWC Holdings, LLC is managing investments for James R. Reis.
- F. The principal business of Stallings Management is serving as the general partner of SCG Ventures.
- G. The principal business of Robert W. Stallings is serving as the Executive Chairman of the Board of GAINSCO.
- H. The principal business of James R. Reis is serving as the Vice Chairman of the Board of GAINSCO.
- I. No Reporting Person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- J. No Reporting Person has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- K. Robert W. Stallings is a citizen of the United States of America.
- L. James R. Reis is a citizen of the United States of America.

Item 4. Purpose of the Transaction

Item 4 of the Schedule 13D is hereby supplemented by inserting the following at the end of such Item:

From July 21, 2020 through August 5, 2020, GAINSCO sold in open-market transactions a total of 218,555 Common Units

From August 18, 2020 through August 26, 2020, FWC sold in open-market transactions a total of 148,701 Common Units.

The Reporting Persons continue to hold Common Units for investment purposes.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended and restated in its entirety as follows:

The aggregate percentage of Common Units reported to be beneficially owned by each person named herein is based upon 14,311,522 Common Units outstanding as of August 10, 2020, which is the total number of Common Units outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2020.

A. GAINSCO

- i. As of close of business on September 1, 2020, GAINSCO beneficially owned 679,585 Common Units.

Percentage: Approximately 4.75%

- ii. Powers

- 1. Sole power to vote or direct vote: 679,585
- 2. Shared power to dispose or direct the disposition: 0
- 3. Sole power to dispose or direct the disposition: 679,585
- 4. Shared power to dispose or direct the disposition: 0

B. SCG Ventures

- i. As of close of business on September 1, 2020, SCG Ventures beneficially owned 299,401 Common Units.
Percentage: Approximately 2.09%
- ii. Powers
 1. Sole power to vote or direct vote: 299,401
 2. Shared power to dispose or direct the disposition: 0
 3. Sole power to dispose or direct the disposition: 299,401
 4. Shared power to dispose or direct the disposition: 0
- iii. SCG Ventures has not entered into any transactions in the Common Units during the past sixty days.

C. FWC Holdings

- i. As of close of business on September 1, 2020, FWC Holdings beneficially owned 1,000 Common Units.
Percentage: Approximately .007%
- ii. Powers
 1. Sole power to vote or direct vote: 1,000
 2. Shared power to dispose or direct the disposition: 0
 3. Sole power to dispose or direct the disposition: 1,000
 4. Shared power to dispose or direct the disposition: 0

D. Stallings Management

- i. As of close of business on June 15, 2020, beneficially owned 299,401 Common Units.
Percentage: Approximately 2.09%
- ii. Powers
 1. Sole power to vote or direct vote: 299,401
 2. Shared power to dispose or direct the disposition: 0
 3. Sole power to dispose or direct the disposition: 299,410
 4. Shared power to dispose or direct the disposition: 0
- iii. Neither Stallings Management nor SCG Ventures has entered into any transaction in the Common Units during the past 60 days.

E. Robert W. Stallings

- i. As of close of business on September 1, 2020, Robert W. Stallings beneficially owned 978,986 Common Units.
Percentage: Approximately 6.84%
- ii. Powers
 1. Sole power to vote or direct vote: 299,401
 2. Shared power to dispose or direct the disposition: 679,585
 3. Sole power to dispose or direct the disposition: 299,401
 4. Shared power to dispose or direct the disposition: 679,585
- iii. Neither Robert W. Stallings, Stallings Management nor SCG Ventures has entered into any transaction in the Common Units during the past sixty days.

F. James R. Reis

- i. As of close of business on September 1, 2020, James R. Reis beneficially owned 680,585 Common Units.

Percentage: Approximately 4.75%

ii. Powers

1. Sole power to vote or direct vote: 1,000
2. Shared power to dispose or direct the disposition: 679,585
3. Sole power to dispose or direct the disposition: 1,000
4. Shared power to dispose or direct the disposition: 679,585

As President of Stallings Management and Executive Chairman of the Board of GAINSCO, Robert W. Stallings may be deemed to have the sole power to vote or direct the vote of and the sole power to dispose or direct the disposition of the Common Units of SCG Ventures and the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of the Common Units of GAINSCO. Mr. Stallings disclaims beneficial ownership of all of the Common Units, except to the extent of his pecuniary interest therein.

As the sole member of FWC Holdings and the Vice Chairman of the Board of GAINSCO, Mr. James R. Reis may be deemed to have the sole power to vote or direct the vote of and the sole power to dispose or direct the disposition of the Common Units of FWC Holdings and the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of the Common Units of GAINSCO. Mr. Reis disclaims beneficial ownership of all of the Common Units, except to the extent of his pecuniary interest therein.

As the general partner of SCG Ventures, Stallings Management may be deemed to have the sole power to vote or direct the vote of and the sole power to dispose or direct the disposition of the Common Units of SCG Ventures. Stallings Management disclaims beneficial ownership of those securities, except to the extent of its pecuniary interest therein.

No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Common Units.

Except as set forth in Exhibit 4, no transactions in the Common Units were effected by any Reporting Person within the past 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is amended and restated as follows:

The Reporting Persons entered into a Joint Filing Agreement with respect to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer.

Item 7. Material to Be Filed as Exhibits.

- Exhibit 1 Joint Filing Agreement, dated December 9, 2016, by and among GAINSCO, Inc., SCG Ventures LP, FWC Holdings, LLC, Stallings Management, LLC, Robert W. Stallings and James R. Reis.*
- Exhibit 2 Class A Convertible Preferred Unit Purchase Agreement, dated July 31, 2016, by and among Mid-Con Energy Partners, LP and the Purchasers named therein, including GAINSCO, Inc., SCG Ventures LP and FWC Holdings, LLC.*
- Exhibit 3 Standstill Agreement, dated as of August 11, 2016, among Mid-Con Energy Partners, LP and GAINSCO, Inc., SCG Ventures LP and FWC Holdings, LLC.*
- Exhibit 4 Transaction Summary**

* Previously filed.

** Filed herewith.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: September 9, 2020

GAINSCO, Inc.

By: /s/ Terence J. Lynch
Terence J. Lynch
Senior Vice President-Investments

SCG Ventures LP

By: Stallings Management, LLC,
its general partner

By: /s/ Robert W. Stallings
Robert W. Stallings
President

FWC Holdings, LLC

By: /s/ James R. Reis
James R. Reis
Sole Member

Stallings Management, LLC

By: /s/ Robert W. Stallings
Robert W. Stallings
President

Robert W. Stallings

/s/ Robert W. Stallings

James R. Reis

/s/ James R. Reis

EXHIBIT 4**TRANSACTION INFORMATION**

The following table sets forth all transactions with respect to Common Stock effected in the past 60 days by or on behalf of the Reporting Persons, inclusive of any transactions effected through 12:00 p.m., New York City time, on September 9, 2020. All such transactions were sales of Common Units effected in the open market. The Reporting Persons undertake to provide, upon request of the staff of the Securities and Exchange Commission, full information regarding the number of shares of Common Stock sold at each separate price for the dates set forth on the table below.

<u>Transaction Date</u>	<u>Reporting Person Effecting Transaction</u>	<u>Buy/Sell</u>	<u>Quantity</u>	<u>Weighted Average Price (\$)</u>	<u>Price Range (\$)</u>
07/21/2020	Gainsco	Sell	3,010	3.0100	Unknown
07/22/2020	Gainsco	Sell	75,000	3.2906	Unknown
07/24/2020	Gainsco	Sell	25,000	3.1084	Unknown
08/03/2020	Gainsco	Sell	27,305	3.1655	Unknown
08/04/2020	Gainsco	Sell	13,240	3.2120	Unknown
08/05/2020	Gainsco	Sell	75,000	3.4864	Unknown
8/18/2020	FWC	Sell	78,344	3.0716	3.00 – 3.15
8/19/2020	FWC	Sell	21,000	3.1200	3.00 – 3.25
8/26/2020	FWC	Sell	18,748	2.8090	2.80 – 2.82