UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of Earliest Event Reported): March 26, 2019

MID-CON ENERGY PARTNERS, LP
(Exact name of registrant as specified in its charter)

Delaware	001-35374	45-2842469
(State or other jurisdiction of incorporation)	(Commission File Number)	(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))

Securities Registered pursuant to Section 12(b) of the Act:

Title of each class	Ticker symbol(s)	Name of each exchange on which registered
Common Units Representing Limited Partner Interests	MCEP	NASDAQ Global Select Market

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. ☐

Item 9.01 **Financial Statement and Exhibits**

On April 1, 2019, Mid-Con Energy Partners, LP (the "Partnership") filed a Current Report on Form 8-K (the "Initial Form 8-K") with the Securities Exchange Commission (the "SEC") that disclosed, among other things, the Partnership's through a wholly owned subsidiary, Mid-Con Energy Properties, LLC's ("Mid-Con Properties"), closing of its acquisition of certain oil and gas properties located in Osage, Grady and Caddo Counties, Oklahoma from Scout Energy Group IV, LP, Scout Energy Partners IV-A, LP, Scout Energy Group I, LP, and Scout Energy Partners I-A, LP pursuant to that certain Purchase and Sale Agreement, dated as of February 15, 2019, for an aggregate purchase price of approximately $27.5 million subject to customary purchase price adjustments (the "Acquisition").

Concurrently with the closing of the Acquisition, the Partnership, through a wholly-owned subsidiary, closed its previously announced sale of certain oil and gas properties located in Coke, Coleman, Fisher, Haskell, Jones, Nolan, Runnels, Stonewall and Taylor Counties in Texas to Scout Energy Group IV, LP pursuant to that certain Purchase and Sale Agreement, dated February 15, 2019, for an aggregate purchase price of approximately $60.0 million subject to customary purchase price adjustments (the "Divestiture").

This Current Report on Form 8-K/A (the "Form 8-K/A") filed with the SEC by the Partnership amends and supplements the Initial Form 8-K to include financial statements and pro forma financial information as described in Items 9.01(a) and 9.01(b). No other amendments to the Initial Form 8-K are being made by this Form 8-K/A.

(a) Financial Statement of the Businesses to be Acquired.

The audited statement of revenues and direct operating expenses of certain oil properties located in Osage, Grady and Caddo Counties, Oklahoma acquired by Mid-Con Energy Partners, LP from inception February 28, 2018, to December 31, 2018, and related notes thereto, are attached hereto as Exhibit 99.1.

(b) Pro forma financial information.

The unaudited pro forma condensed consolidated statement of operations for the year ended December 31, 2018, and the related notes, showing the pro forma effects of the Acquisition and Divestiture, are attached hereto as Exhibit 99.2.

(d) Exhibits

23.1	Consent of Independent Certified Public Accountants.
99.1	Audited statement of revenues and direct operating expenses of certain oil properties located in Osage, Grady and Caddo Counties, Oklahoma acquired by Mid-Con Energy Partners, LP from inception February 28, 2018, to December 31, 2018, and related notes to the financial statement.
99.2	Mid-Con Energy Partners, LP and subsidiaries unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended December 31, 2018.

SIGNATURES

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.

MID-CON ENERGY PARTNERS, LP
By: Mid-Con Energy GP, LLC
its general partner

Dated: June 11, 2019

By: */s/Charles L. McLawhorn, III*
Charles L. McLawhorn, III
Vice President, General Counsel and Secretary

Exhibit 23.1

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated June 11, 2019, with respect to the statement of revenues and direct operating expenses of certain Osage, Grady and Caddo Counties, Oklahoma properties included in the Current Report of Mid-Con Energy Partners, LP on Form 8-K/A dated June 11, 2019. We consent to the incorporation by reference of said report in the Registration Statements of Mid-Con Energy Partners, LP on Form S-3 (File No. 333-187012) and on Form S-8 (File No. 333-179161).

/s/ GRANT THORNTON LLP

Tulsa, Oklahoma
June 11, 2019

Exhibit 99.1

**REPORT OF INDEPENDENT CERTIFIED
PUBLIC ACCOUNTANTS**

Board of Directors and Partners
Mid-Con Energy Partners, LP

We have audited the accompanying statement of revenues and direct operating expenses of certain Osage, Grady and Caddo Counties, Oklahoma properties acquired by Mid-Con Energy Partners, LP from inception February 28, 2018, to December 31, 2018, and the related notes to the financial statement.

Management's responsibility for the financial statement

Management is responsible for the preparation and fair presentation of the financial statement in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the financial statement based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statement referred to above presents fairly, in all material respects, the revenues and direct operating expenses of certain Osage, Grady and Caddo Counties, Oklahoma properties for the period from inception February 28, 2018, to December 31, 2018, in accordance with accounting principles generally accepted in the United States of America.

/s/ GRANT THORNTON LLP

Tulsa, Oklahoma
June 11, 2019

Osage, Grady and Caddo Counties, Oklahoma Properties
Statement of Revenues and Direct Operating Expenses
For the period from inception February 28, 2018 to December 31, 2018
(In thousands)

Revenues		
Oil sales	$	20,669
Natural gas and liquids sales		1,471
Total revenues		22,140
Direct operating expenses		
Lease operating expenses		11,989
Production and ad valorem taxes		1,578
Total direct operating expenses		13,567
Revenues in excess of direct operating expenses	$	8,573

See accompanying notes to the financial statement

Osage, Grady and Caddo Counties, Oklahoma Properties
Notes to Statement of Revenues and Direct Operating Expenses

Note 1. Organization and Nature of Operations

Certain oil, natural gas and natural gas liquids (“NGL”) properties located in Osage, Grady and Caddo Counties, Oklahoma were acquired by Mid-Con Energy Properties, LLC, a wholly owned subsidiary of Mid-Con Energy Partners, LP (the “Partnership”). The accompanying financial statement presents the revenues and direct operating expenses of the properties acquired. Mid-Con Energy Partners, LP is a publicly held Delaware limited partnership formed in July 2011 that engages in the ownership, acquisition and development of producing oil and natural gas properties in North America, with a focus on enhanced oil recovery. The limited partner units are listed under the symbol “MCEP” on the NASDAQ. The general partner is Mid-Con Energy GP, LLC, a Delaware limited liability company.

Note 2. Acquisitions

In March 2019, the Partnership simultaneously closed the previously announced definitive agreements to sell substantially all of the Partnership’s oil and natural gas properties located in Texas for a purchase price of $60.0 million and to purchase certain oil, natural gas and NGL properties located in Osage, Grady and Caddo Counties, Oklahoma (the “Acquired Assets”) from Scout Energy Group IV, LP, Scout Energy Partners IV-A, LP, Scout Energy Group I, LP, and Scout Energy Partners I-A, LP (collectively “Scout”) for an aggregate purchase price of $27.5 million, both agreements subject to customary purchase price adjustments.

Note 3. Summary of Significant Accounting Policies

Basis of presentation

The accompanying statement of revenues and direct operating expenses and related notes present the revenues and direct operating expenses related to the Acquired Assets from inception February 28, 2018, to December 31, 2018. The statement of revenues and direct operating expenses is only presented because it is not practicable to obtain full historical audited financial statements with respect to the Acquired Assets. The Acquired Assets were not held as a separate subsidiary of Scout; therefore, separate financial statements are not available. The accompanying statement of revenues and direct operating expenses does not include general and administrative expenses, interest income or expense, a provision for depreciation, depletion and amortization or accretion of discounts on asset retirement obligations because the property interests acquired represent only a portion of the seller’s business and the costs incurred by the seller are not necessarily indicative of the costs the Partnership will incur.

Revenue recognition

The sales method of accounting for oil, natural gas and NGL revenues for the Acquired Assets was utilized during the period presented. Under this method, revenues are recognized based on the acquired ownership share of actual proceeds from oil, natural gas and NGL sold to the purchasers.

Note 4. Subsequent Events

Management has evaluated subsequent events through June 11, 2019, the date the financial statement was available to be issued. The Partnership closed the acquisition of the Osage, Grady and Caddo Counties, Oklahoma properties. No other subsequent events were identified requiring additional recognition or disclosure in the accompanying financial statement.

Note 5. Supplementary Financial Information for Oil and Gas Producing Activities (Unaudited)

Estimated Proved Oil, Natural Gas and NGL Reserves (Unaudited)

An analysis of the Acquired Assets pro forma proved oil, natural gas and NGL reserves as estimated by the Partnership is presented below for the periods indicated:

	Oil (MBbls)	Natural Gas (MMcf)	Natural Gas Liquids (MBbls)	MBoe
Proved developed reserves				
As of February 28, 2018	6,022	868	247	6,414
Production	(324)	(194)	(53)	(409)
As of December 31, 2018	5,698	674	194	6,005

The proved oil, natural gas and NGL reserves from inception February 28, 2018, to December 31, 2018, were prepared by the Partnership's reservoir engineers. These reserve estimates have been prepared in compliance with the rules of the SEC. The Partnership emphasizes that reserve estimates are inherently imprecise and that estimates of new discoveries are more imprecise than those of producing oil, natural gas and NGL properties. Accordingly, the estimates are expected to change as future information becomes available.

Standardized Measure of Discounted Future Net Cash Flows Relating to Proved Oil, Natural Gas and NGL Reserves (Unaudited)

The standardized measure represents the present value of estimated future cash inflows from proved oil, natural gas and NGL reserves, less future development, production, plugging and abandonment costs, discounted at the rate prescribed by the SEC. The standardized measure of discounted future net cash flow does not purport to be, nor should it be interpreted to represent, the fair market value of the Partnership's proved oil, natural gas and NGL reserves. The following assumptions have been made:

- in the determination of future cash inflows, sales prices used for oil, natural gas and NGL from inception February 28, 2018, to December 31, 2018, were estimated using the average price during the period, determined as the unweighted arithmetic average of the first-day-of-the-month price for each month;
- future costs of developing and producing the proved oil, natural gas and NGL reserves were based on costs determined at period-end, assuming the continuation of existing economic conditions;
- no future income tax expenses are computed for the Partnership because the Partnership is a non-taxable entity; and
- future net cash flows were discounted at an annual rate of 10%.

The Acquired Assets' standardized measure of discounted future net cash flow relating to estimated oil, natural gas and NGL reserves is presented below for the periods indicated:

(in thousands)	Year Ended December 31, 2018
Future cash inflows	$ 369,636
Future production costs	251,552
Future development costs, including abandonment costs	17,057
Future net cash flows	101,027
10% discount for estimated timing of cash flow	42,285
Standardized measure of discounted cash flow	$ 58,742

The prices utilized in calculating the Partnership's total proved reserves were $65.56 per Bbl of oil and per Bbl of NGL and $3.10 per Mcf of natural gas for the periods presented. These prices were adjusted by lease for quality, transportation fees, location differentials, marketing bonuses or deductions or other factors affecting the price received at the wellhead. Average adjusted prices used were $64.18 per Bbl of oil, $22.62 per Bbl of NGL and $1.72 per Mcf of natural gas for the periods presented.

The principal changes in the pro forma standardized measure of discounted future net cash flow attributable to the Acquired Assets estimated oil, natural gas and NGL reserves are presented below for the periods indicated:

(in thousands)		
Standardized measure of discounted future net cash flow, February 28, 2018	$	61,196
Changes in the year resulting from:		
Sales, less production costs		(8,573)
Accretion of discount		6,119
Standardized measure of discounted future net cash flow, December 31, 2018	$	58,742

Exhibit 99.2

MID-CON ENERGY PARTNERS, LP

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENT

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Introduction

The following unaudited pro forma condensed consolidated financial statement reflects the historical financial statement of Mid-Con Energy Partners, LP (the “Partnership”) adjusted on a pro forma basis to give effect to both the sale of substantially all of the Partnership’s oil and natural gas properties located in Texas (the “Disposed Assets”) and the acquisition of certain oil, natural gas and natural gas liquids (“NGL”) properties located in Osage, Grady and Caddo Counties, Oklahoma (the “Acquired Assets”).

In March 2019, the Partnership simultaneously closed the previously announced definitive agreements to sell substantially all of the Partnership’s oil and natural gas properties located in Texas for a purchase price of $60.0 million and to purchase certain oil, natural gas and NGL properties located in Osage, Grady and Caddo Counties in Oklahoma for an aggregate purchase price of $27.5 million, both agreements subject to customary purchase price adjustments. The Partnership received net proceeds of $32.5 million at the close of this Strategic Transaction (“Strategic Transaction”) of which $32.0 million was used to reduce borrowings outstanding on the revolving credit facility.

The unaudited pro forma condensed consolidated statement of operations for the year ended December 31, 2018, has been prepared giving effect to the Disposed Assets for the year ended December 31, 2018, and the effect of the Acquired Assets for the period from inception February 28, 2018, to December 31, 2018. The pro forma adjustments to the unaudited historical condensed consolidated financial statement are based on currently available information and certain estimates and assumptions. The actual effect of the transactions discussed in the accompanying notes may differ from the unaudited pro forma adjustments included herein. However, management believes that the assumptions utilized to prepare the pro forma adjustments provide a reasonable basis for presenting the significant effects of the transactions and that the unaudited pro forma adjustments are factually supportive, give appropriate effect to the impact of the events that are directly attributable to the transactions, and reflect those items expected to have a continuing impact on the Partnership.

The unaudited pro forma condensed consolidated financial statement of the Partnership is not necessarily indicative of the results that would have occurred if the Partnership had completed the Strategic Transaction as of the respective dates stated above, or which could be achieved in the future because it necessarily excludes various operating expenses.

Mid-Con Energy Partners, LP and subsidiaries
Pro Forma Condensed Consolidated Statement of Operations
For the year ended December 31, 2018
(In thousands, except per unit data)
(Unaudited)

	MCEP Historical	Historical Activity of Disposed Assets (a)	Historical Activity of Acquired Assets (b)	Pro Forma Adjustments		Unaudited Pro Forma Statement of Operations
Revenues						
Oil sales	$ 65,206	$ (25,221)	$ 20,669	$ —		$ 60,654
Natural gas and liquids sales	1,130	(641)	1,471	—		1,960
Other operating revenues	778	—	—	—		778
Gain on derivatives, net	5,674	—	—	—		5,674
Total revenues	72,788	(25,862)	22,140	—		69,066
Operating costs and expenses						
Lease operating expenses	22,537	(6,432)	11,989	—		28,094
Production and ad valorem taxes	5,483	(1,779)	1,578	—		5,282
Other operating expenses	945	—	—	—		945
Impairment of proved oil and natural gas properties	31,160	(21,749)	—	—		9,411
Depreciation, depletion and amortization	16,751	(8,413)	—	2,850	(c)	11,188
Dry holes and abandonments of unproved properties	612	(612)	—	—		—
Accretion of discount on asset retirement obligations	721	(230)	—	234	(d)	725
General and administrative	6,311	—	—	—		6,311
Total operating costs and expenses	84,520	(39,215)	13,567	3,084		61,956
Loss on sales of oil and natural gas properties, net	(509)	—	—	—		(509)
(Loss) income from operations	(12,241)	13,353	8,573	(3,084)		6,601
Other income (expense)						
Interest income	3	—	—	—		3
Interest expense	(6,010)	—	—	1,725	(e)	(4,285)
Other expense	(15)	—	—	—		(15)
Gain on settlements of asset retirement obligations	10	—	—	—		10
Total other income (expense)	(6,012)	—	—	1,725		(4,287)
Net (loss) income	(18,253)	13,353	8,573	(1,359)		2,314
Less: Distributions to preferred unitholders	4,456	—	—	—		4,456
Less: General partner's interest in net (loss) income	(214)	156	101	(16)		27
Limited partners' interest in net (loss) income	$ (22,495)	$ 13,197	$ 8,472	$ (1,343)		$ (2,169)
Limited partners' interest in net loss per unit						
Basic and diluted	$ (0.74)					$ (0.07)
Weighted average limited partner units outstanding						
Limited partner units (basic and diluted)	30,328					30,328

See accompanying notes to pro forma financial statement

Mid-Con Energy Partners, LP
Notes to Unaudited Pro Forma Condensed Consolidated Financial Statement

1. Basis of Presentation

See “Introduction” above for more information of regarding the basis of presentation for our unaudited pro forma condensed consolidated financial statement.

2. Pro Forma Adjustments

(a) Pro forma adjustment to eliminate revenues and expenses of the Disposed Assets from the Partnership’s consolidated statement of operations.

(b) Pro forma oil and natural gas and liquids sales, lease operating expenses and production and ad valorem taxes have been adjusted to reflect the amounts from the lease operating statement of the previous owners of the Acquired Assets for the period from inception February 28, 2018, to December 31, 2018.

(c) Pro forma depreciation, depletion and amortization expense has been adjusted to reflect additional expense for the Acquired Assets. The pro forma depreciation, depletion and amortization expense for the Acquired Assets was computed using the pro forma capitalized costs, pro forma production and estimated reserves.

(d) Pro forma accretion has been adjusted to reflect additional accretion of asset retirement obligations associated with the Acquired Assets.

(e) Pro forma interest expense has been adjusted to reflect the estimated interest reduction associated with the net proceeds from the Strategic Transaction that were used to reduce borrowings outstanding on the revolving credit facility.