

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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) <u>500 COMMERCE STREET</u> (Street) <u>FORT WORTH TX 76102</u> (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) <u>01/31/2018</u>	
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			

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	Amount or Number of Shares				
Class A Convertible Preferred Units	(1)							02/11/2017	(1)	Common Units Representing Limited Partner Interests	4,558,139		4,558,139	I	See footnote(2)
Class B Convertible Preferred Units	(3)	01/31/2018		P		6,666,667		07/31/2018	(3)	Common Units Representing Limited Partner Interests	6,666,667	\$1.53	6,666,667	I	See footnote(4)

Explanation of Responses:

- The Class A Convertible Preferred Units ("Class A Preferred Units") are convertible into common units representing limited partner interests ("Common Units") on a one-for-one basis and have no expiration date.
- The Class A Preferred Units are owned directly by Goff MCEP Holdings, LLC (2,697,674) and Goff REN Holdings, LLC (1,860,465), each of which is indirectly partially owned by the Reporting Person.
- The Class B Convertible Preferred Units ("Class B Preferred Units") are convertible into Common Units on a one-for-one basis beginning on July 31, 2018 and have no expiration date.
- The Class B Preferred Units are owned directly by Goff MCEP II, LP (5,098,039), Goff REN Holdings, LLC (784,314) and Goff REN Holdings II, LLC (784,314), each of which is indirectly partially owned by the Reporting Person.

Remarks:

/s/ John C. Goff

02/02/2018

** 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.

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