Parsley Energy, Inc.
Form 424B5
February 09, 2017
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-204766

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Class A common stock, par value $0.01 per share	41,400,000(1)	$31.00	$1,283,400,000	$148,746.06

(1) Includes 5,400,000 shares of Class A common stock issuable upon exercise of the underwriters option to purchase additional shares of Class A common stock.
(2) Calculated and paid in accordance with Rule 457(r) under the Securities Act of 1933, as amended, and relates to the Registration Statement on Form S-3 (File No. 333-204766) filed by the registrant with the Securities and Exchange Commission on June 5, 2015.

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PROSPECTUS SUPPLEMENT

(To Prospectus dated June 5, 2015)

36,000,000 Shares

Parsley Energy, Inc.

Class A Common Stock

We are offering 36,000,000 shares of our Class A common stock.

Our Class A common stock is listed on the New York Stock Exchange (NYSE) under the symbol PE . On February 3, 2017, the last sale price of our Class A common stock as reported on the NYSE was $34.80 per share.

Investing in our Class A common stock involves risks. See Risk Factors beginning on page S-8 of this prospectus supplement.

	Price to Public	Underwriting Discounts and Commissions(1)	Proceeds to Us
Per Share	$31.0000	$0.5425	$30.4575
Total	$1,116,000,000	$19,530,000	$1,096,470,000

(1) We have also agreed to reimburse the underwriters for certain of their expenses in connection with this offering. See Underwriting.

We have granted the underwriters an option to purchase up to an additional 5,400,000 shares of Class A common stock from us at the public offering price, less underwriting discounts and commissions, within 30 days of the date of this prospectus supplement.

The shares are expected to be ready for delivery on or about February 13, 2017.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the shares or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Joint Book-Running Managers

Credit Suisse		**Morgan Stanley**
BMO Capital Markets	**J.P. Morgan**	**RBC Capital Markets**
UBS Investment Bank	**Scotia Howard Weil**	**Tudor, Pickering, Holt & Co.**

Co-Managers

Canaccord Genuity	**IBERIA Capital Partners L.L.C.**	**Johnson Rice & Company L.L.C.**	**KeyBanc Capital Markets**
Nomura	**Simmons & Company International Energy Specialists of Piper Jaffray**	**Seaport Global Securities**	**Stephens Inc.** **Stifel**

Prospectus Supplement dated February 7, 2017

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Prospectus Supplement

Prospectus

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering. Generally, when we refer to the prospectus, we are referring to this prospectus supplement and the accompanying prospectus combined. You should read the entire prospectus supplement, as well as the accompanying prospectus and the documents incorporated by reference that are described under Incorporation of Certain Documents by Reference in this prospectus supplement. To the extent that any statement we make in this prospectus supplement is inconsistent with statements made in the accompanying prospectus or any documents incorporated by reference herein, you should rely on the information contained in this prospectus supplement, which will be deemed to modify or supersede those made in the accompanying prospectus or documents incorporated by reference herein or therein.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or to the information to which we have referred you. Neither we nor the underwriters have authorized anyone to provide you with information different from that contained in this prospectus supplement and the accompanying prospectus. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We and the underwriters are offering to sell shares of our Class A common stock and seeking offers to buy shares of our Class A common stock only in jurisdictions where such offers and sales are permitted. You should not assume that the information contained in this prospectus supplement is accurate as of any date other than the date on the front cover of this prospectus supplement, or that the information in the accompanying prospectus or contained in any document incorporated by reference is accurate as of any date other than the date of such prospectus or document incorporated by reference, regardless of the time of delivery of this prospectus supplement or any sale of a security. Our business, financial condition, results of operations and prospects may have changed since that date.

This prospectus contains forward-looking statements that are subject to a number of risks and uncertainties, many of which are beyond our control. See Risk Factors and Cautionary Statement Regarding Forward-Looking Statements.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These forward-looking statements include statements, projections and estimates concerning our operations, performance, business strategy, oil and natural gas reserves, drilling program, capital expenditures, liquidity and capital resources, the timing and success of specific projects, outcomes and effects of litigation, claims and disputes and derivative activities. Forward-looking statements are generally accompanied by words such as estimate, project, predict, believe, expect, anticipate, potential, could, may, foresee, plan, goal or other words that c uncertainty of future events or outcomes. Forward-looking statements are not guarantees of performance. We have based these forward-looking statements on our current expectations and assumptions about future events. These statements are based on certain assumptions and analyses made by us in light of currently available information, our experience and our perception of historical trends, current conditions and expected future developments as well as other factors we believe are appropriate under the circumstances. Actual results may differ materially from those implied or expressed by the forward-looking statements. These forward-looking statements speak only as of the date of this prospectus supplement, or if earlier, as of the date they were made. We disclaim any obligation to update or revise these statements unless required by law, and we caution you not to rely on them unduly. While our management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties relating to, among other matters, the risks discussed under the headings Risk Factors in our most recent Annual Report on Form 10-K, any subsequently filed Quarterly Reports on Form 10-Q and any subsequently filed Current Reports on Form 8-K, all of which are incorporated by reference into this prospectus, and the risk factors included in this prospectus and in any documents incorporated by reference herein.

Forward-looking statements may include statements about our:

- business strategy;
- reserves;
- exploration and development drilling prospects, inventories, projects and programs;
- ability to replace the reserves we produce through drilling and property acquisitions;
- financial strategy, liquidity and capital required for our development program;
- realized oil, natural gas and natural gas liquids (NGLs) prices;
- timing and amount of future production of oil, natural gas and NGLs;

hedging strategy and results;

future drilling plans;

competition and government regulations;

ability to obtain permits and governmental approvals;

pending legal or environmental matters;

marketing of oil, natural gas and NGLs;

leasehold or business acquisitions, including the Double Eagle Acquisition (as defined herein);

costs of developing our properties;

general economic conditions;

credit markets;

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uncertainty regarding our future operating results; and

plans, objectives, expectations and intentions contained in this prospectus that are not historical.

We caution you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond our control, incident to the exploration for and development, production, gathering and sale of oil, natural gas and NGLs. These risks include, but are not limited to, commodity price volatility, inflation, lack of availability of drilling and production equipment and services, environmental risks, drilling and other operating risks, regulatory changes, the uncertainty inherent in estimating reserves and in projecting future rates of production, cash flow and access to capital, the timing of development expenditures, and the other risks described under Risk Factors herein and in our most recent Annual Report on Form 10-K, any subsequently filed Quarterly Reports on Form 10-Q and any subsequently filed Current Reports on Form 8-K, all of which are incorporated by reference herein.

Additionally, we caution you that reserve engineering is a process of estimating underground accumulations of oil, natural gas and NGLs that cannot be measured in an exact way. The accuracy of any reserve estimate depends on the quality of available data, the interpretation of such data and price and cost assumptions made by reserve engineers. In addition, the results of drilling, testing and production activities may justify revisions of estimates that were made previously. If significant, such revisions would change the schedule of any further production and development drilling. Accordingly, reserve estimates may differ significantly from the quantities of oil, natural gas and NGLs that are ultimately recovered.

Should one or more of the risks or uncertainties described in this prospectus occur, or should underlying assumptions prove incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements.

All forward-looking statements, expressed or implied, included in this prospectus are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue.

Except as otherwise required by applicable law, we disclaim any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this prospectus supplement.

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SUMMARY

This summary highlights information contained elsewhere in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus. It does not contain all of the information that may be important to you. Before deciding whether to invest in our Class A common stock, for a more complete understanding of our business and this offering, you should read carefully this entire prospectus supplement, the accompanying prospectus, the information incorporated by reference herein and therein, and any other documents to which we refer. You should pay special attention to the Risk Factors sections of this prospectus supplement, the accompanying prospectus, our most recent Annual Report on Form 10-K and our subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K to determine whether an investment in our Class A common stock is appropriate for you. As used in this prospectus supplement, references to the Company, Parsley, we, us and our refer to Parsley Energy, Inc. and its consolidated subsidiaries unless we state otherwise or the context otherwise requires. Unless we indicate otherwise, the information presented in this prospectus supplement assumes no exercise of the underwriters option to purchase additional shares.

Overview

We are an independent oil and natural gas company focused on the acquisition and development of unconventional oil and natural gas reserves in the Permian Basin. The Permian Basin is located in West Texas and Southeastern New Mexico and is comprised of three primary sub-areas: the Midland Basin, the Central Basin Platform and the Delaware Basin. These areas are characterized by high oil and liquids-rich natural gas content, multiple vertical and horizontal target horizons, extensive production histories, long-lived reserves and historically high drilling success rates. Our properties are located in the Midland and Delaware Basins, where we focus predominantly on horizontal development drilling and expect to target various stacked pay intervals in the Spraberry, Wolfcamp, Upper Pennsylvanian (Cline) and Atoka shales. For additional information about our company, please read the documents listed under Incorporation of Certain Documents by Reference.

Recent Developments

Glasscock County Acquisition

On October 4, 2016, we acquired, from unaffiliated third-party sellers, 11,672 gross (9,140 net) undeveloped acres and 67 gross (60 net) vertical wells with estimated current net production of approximately 270 Boe/d in Glasscock County, Texas, as well as certain mineral and overriding royalty interests (the Glasscock County Acquisition), for an aggregate purchase price of $390.9 million in cash, inclusive of a $20.0 million deposit paid to an escrow account upon signing the purchase and sale agreement in the third quarter of 2016.

New Revolving Credit Facility

On October 28, 2016, we and Parsley Energy, LLC, our majority-owned subsidiary (Parsley LLC), entered into a revolving credit agreement (the revolving credit agreement) with Wells Fargo Bank, National Association, as administrative agent, JPMorgan Chase Bank, N.A., as syndication agent, BMO Harris Bank, N.A., as documentation agent, and the other lenders party thereto, which replaced our previously existing amended and restated credit agreement, which was terminated concurrently with entry into the revolving credit agreement.

The revolving credit agreement provides for a five-year senior secured revolving credit facility (the revolving credit facility), maturing on October 28, 2021, with a borrowing capacity of the lowest of (i) the

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borrowing base, (ii) the aggregate elected borrowing base commitments and (iii) $2.5 billion. The available borrowing capacity under the revolving credit facility is $599.7 million as of the date of this prospectus supplement. The amount we are able to borrow under the revolving credit facility is subject to compliance with the financial covenants, satisfaction of various conditions precedent to borrowing, and other provisions of the revolving credit agreement. The revolving credit facility is secured by substantially all of the assets of Parsley LLC and its restricted subsidiaries.

December 2016 Refinancing

In December 2016, Parsley LLC and Parsley Finance Corp., a wholly owned subsidiary of Parsley LLC (Finance Corp. and together with Parsley LLC, the Issuers), issued $650.0 million aggregate principal amount of 5.375% senior notes due 2025 (the Prior 2025 Notes), in an offering that was exempt from registration under the Securities Act (the Prior 2025 Notes Offering). The Prior 2025 Notes Offering resulted in net proceeds, after deducting the initial purchasers discount and offering expenses, of approximately $644.1 million.

Parsley LLC used a portion of the net proceeds from the Prior 2025 Notes Offering to purchase or redeem all of its $550 million aggregate principal amount of 7.500% Senior Notes due 2022 (the 2022 Notes). The transactions referred to above are referred to herein collectively as the December 2016 Refinancing.

January Equity Offering and Recent Acquisitions

In January 2017, we sold 25,300,000 shares of Class A common stock (including 3,300,000 shares issued pursuant to the underwriters option to purchase additional shares) at a price of $35.00 per share in an underwritten public offering (the January Equity Offering). The January Equity Offering resulted in net proceeds, after deducting underwriting discounts and commissions and offering expenses, of approximately $863.0 million.

A portion of the net proceeds from the January Equity Offering was, or is expected to be, used to acquire, in unrelated transactions, (i) approximately 31,800 gross (23,000 net) acres with estimated net production of 2,300 Boe/d in the Midland and Southern Delaware Basins for aggregate consideration of approximately $607 million and (ii) certain mineral interests in approximately 660 net royalty acres in the Southern Delaware Basin for aggregate consideration of approximately $43 million (collectively, the Recent Acquisitions and, together with the Glasscock County Acquisition, the entry into the revolving credit agreement, the December 2016 Refinancing and the January Equity Offering, the Recent Transactions). The remainder of the net proceeds was, or is expected to be, used to fund a portion of our capital program and for general corporate purposes.

Double Eagle Acquisition

On February 7, 2017, we entered into a contribution agreement (the Double Eagle Contribution Agreement) with Double Eagle Energy Permian Operating LLC, Double Eagle Energy Permian LLC and Double Eagle Energy Permian Member LLC (collectively, Double Eagle), which provides for the contribution by Double Eagle of all of its interests in Double Eagle Lone Star LLC, DE Operating LLC, and Veritas Energy Partners, LLC, as well as certain related transactions with an affiliate of Double Eagle. As a result, we expect to acquire (the Double Eagle Acquisition) approximately 167,000 gross (71,000 net) acres located in the Midland Basin and approximately 7,300 gross (3,300 net) associated horizontal drilling locations for an aggregate purchase price of approximately $2.8 billion, subject to certain purchase price adjustments set forth in the Double Eagle Contribution Agreement.

The aggregate purchase price for the Double Eagle Acquisition will consist of (i) approximately $1.4 billion in cash (which, as described in Use of Proceeds, we intend to fund from the net proceeds of this offering and

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the Concurrent Notes Offering (as defined below)) and (ii) approximately 39.4 million units in Parsley LLC (PE Units) and a corresponding approximately 39.4 million shares of our Class B common stock. Upon the expiration of a 90-day lock-up period following the consummation of the Double Eagle Acquisition, each PE Unit, together with a corresponding share of our Class B common stock, will be exchangeable, at the option of the holder, for one share of our Class A common stock, or, if either we or Parsley LLC so elects, cash. In connection with the closing of the Double Eagle Acquisition, we intend to enter into a registration rights agreement with Double Eagle containing provisions by which we will agree to, among other things and subject to certain restrictions, file an automatically effective registration statement with the SEC on Form S-3 providing for the registration of the shares of our Class A common stock issuable upon exchange of the PE Units (and corresponding shares of our Class B common stock) to be issued as consideration to Double Eagle and to conduct certain underwritten offerings thereof.

The Double Eagle Contribution Agreement contains customary representations and warranties, covenants and indemnification provisions and has an effective date of January 1, 2017. We and Double Eagle expect to close the Double Eagle Acquisition on or before April 20, 2017, subject to the satisfaction of customary closing conditions. This offering is not conditioned on the consummation of the Double Eagle Acquisition, and the Double Eagle Acquisition is not conditioned on the consummation of this offering.

Concurrent Notes Offering

Concurrently with this offering of our Class A common stock, the Issuers commenced an offering to qualified institutional buyers and non-U.S. persons outside of the U.S., which is exempt from registration under the Securities Act, of $350.0 million aggregate principal amount of senior notes due 2025 (the 2025 Notes) (the Concurrent Notes Offering). We estimate that we will receive net proceeds from the Concurrent Notes Offering of approximately $345.4 million, which we intend to use to partially fund the cash portion of the Double Eagle Acquisition as discussed in Use of Proceeds. The 2025 Notes are being offered in the Concurrent Notes Offering by means of a separate offering circular and not by means of this prospectus supplement. We cannot assure you that the Concurrent Notes Offering will be completed or, if completed, on what terms it will be completed. This offering is not conditioned on the consummation of the Concurrent Notes Offering, and the Concurrent Notes Offering is not conditioned on the consummation of this offering.

Summary of Oil, NGLs, and Natural Gas Reserves as of December 31, 2016

The following table presents our estimated net proved oil, NGLs, and natural gas reserves as of December 31, 2016, based on our internal reserve estimates, as audited by Netherland, Sewell & Associates, Inc., our independent petroleum engineers.

	Oil (MBbls)	NGLs (MBbls)	Natural Gas (MMcf)	Combined (MBoe)(1)
Proved developed reserves:	61,133	24,307	123,946	106,098
Proved undeveloped reserves:	75,403	24,237	99,659	116,250
Proved reserves:	136,536	48,543	223,605	222,347

(1) One Boe is equal to six Mcf of natural gas or one Bbl of oil or NGLs based on an approximate energy equivalency. This is an energy content correlation and does not reflect a value or price relationship between the

commodities. Totals may not sum or recalculate due to rounding.

Preliminary Fourth Quarter Production Estimate

As of the date of this prospectus supplement, we have not finalized our operational results for the three months ended December 31, 2016. However, based on preliminary information, we estimate our average net

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production for the three months ended December 31, 2016 to be between 44,800 and 45,200 Boe/d, as compared to 25,207 Boe/d for the three months ended December 31, 2015. This preliminary estimate is derived from our internal records and is based on the most current information available to management. Our normal reporting processes with respect to the foregoing preliminary operational data have not been fully completed and, during the course of our review process on this preliminary estimate, we could identify items that would require us to make adjustments and which could affect our final results. Any such adjustments could be material.

Ongoing Acquisition and Investment Activities

We regularly engage in discussions with potential sellers regarding acquisition opportunities. Such acquisition efforts may involve our participation in auction processes, as well as situations in which we believe we are the only buyer or one of a very limited number of potential buyers in negotiations with the potential seller. These acquisition efforts can involve assets that, if acquired, would have a material effect on our financial condition and results of operations. We finance acquisitions with a combination of funds from equity and debt offerings, bank borrowings and cash generated from operations.

We typically do not announce a transaction until after we have executed a definitive agreement. In certain cases, in order to protect our business interests or for other reasons, we may defer public announcement of a transaction until closing or a later date. Past experience has demonstrated that discussions and negotiations regarding a potential transaction can advance or terminate in a short period of time. Moreover, the closing of any transaction for which we have entered into a definitive agreement may be subject to customary and other closing conditions, which may not ultimately be satisfied or waived. Accordingly, we can give no assurance that our current or future acquisition or investment efforts will be successful.

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COMPANY INFORMATION

We are a Delaware corporation. Our principal executive offices are located at 303 Colorado Street, Suite 3000, Austin, Texas 78701 and our telephone number at that address is (737) 704-2300. Our website address is *www.parsleyenergy.com*. Our periodic reports and other information filed with or furnished to the Securities and Exchange Commission (the SEC) are available free of charge through our website as soon as reasonably practicable after those reports and other information are electronically filed with or furnished to the SEC. Except for information specifically incorporated by reference into this prospectus supplement that may be accessed from our website, the information on, or otherwise accessible through, our website or any other website does not constitute a part of this prospectus supplement.

The following diagram indicates our simplified ownership structure immediately following this offering (assuming that the option to purchase additional shares is not exercised), but does not include approximately 39.4 million PE units and approximately 39.4 million corresponding shares of our Class B common stock to be issued as consideration to Double Eagle, or any shares of our Class A common stock issuable upon exchange thereof:

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THE OFFERING

Issuer	Parsley Energy, Inc.
Shares of Class A common stock offered by us	36,000,000 shares (41,400,000 shares if the option to purchase additional shares is exercised in full).
Option to purchase additional shares	We have granted the underwriters an option to purchase up to an additional 5,400,000 shares of Class A common stock within 30 days of the date of this prospectus supplement.
Shares of Class A common stock to be outstanding immediately after this offering	240,890,617 shares (246,290,617 shares if the option to purchase additional shares is exercised in full). The foregoing number of shares of our Class A common stock is based on 204,890,617 shares outstanding as of February 3, 2017. Unless we indicate otherwise or the context otherwise requires, all of the information in this prospectus supplement (i) assumes no exercise of the option to purchase additional shares, (ii) includes 600,761 shares of restricted stock outstanding and unvested under the Parsley Energy, Inc. 2014 Long Term Incentive Plan and (iii) does not include any shares of Class A common stock issuable upon exchange of the PE Units (and corresponding shares of our Class B common stock) to be issued as consideration to Double Eagle.
Use of proceeds	We estimate that, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, we will receive approximately $1,096.1 million of net proceeds from this offering, or $1,260.6 million if the option to purchase additional shares is exercised in full. We anticipate that we will contribute all of the net proceeds from this offering to Parsley LLC in exchange for a number of PE Units equal to the number of shares of our Class A common stock issued by us in this offering. We intend to use the net proceeds from this offering, along with the net proceeds of the Concurrent Notes Offering, to fund the cash portion of the purchase price for the Double Eagle Acquisition. This offering is not conditioned on the consummation of the Double Eagle Acquisition or the Concurrent Notes Offering. There can be no assurance that we will consummate the Double Eagle Acquisition on the terms described herein or at all. If the Double Eagle Acquisition is not consummated, or if there are any remaining net proceeds from this offering following its consummation, we intend to use such net proceeds to fund a portion of our capital program and for general corporate purposes, including potential future acquisitions. Please read Use of Proceeds.

Risk factors	Investing in our Class A common stock involves risks. Before deciding to invest in our Class A common stock, you should carefully read and consider the information set forth in the Risk Factors and Cautionary Statement Regarding Forward-Looking Statements sections of this prospectus supplement, the Risk Factors sections of our most recent Annual Report on Form 10-K and our subsequent

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	Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and all other information set forth in, or incorporated by reference into, this prospectus supplement.
Listing and trading symbol	PE.

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RISK FACTORS

Investing in our Class A common stock involves risks. Before deciding whether to purchase shares of our Class A common stock, you should carefully consider the risks and uncertainties described below as well as those described under Risk Factors in our most recent Annual Report on Form 10-K and in our subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, together with all of the other information included in, or incorporated by reference into, this prospectus supplement. See Incorporation of Certain Documents by Reference. If any of these risks actually occur, our business, financial condition and results of operations could be materially and adversely affected and we may not be able to achieve our goals, the value of our securities could decline and you could lose some or all of your investment. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations.

We are a holding company. Our sole material asset is our equity interest in Parsley LLC and we are accordingly dependent upon distributions from Parsley LLC to pay taxes, make payments under the Tax Receivable Agreement and cover our corporate and other overhead expenses.

We are a holding company and have no material assets other than our equity interest in Parsley LLC. We have no independent means of generating revenue. To the extent Parsley LLC has available cash, we intend to cause Parsley LLC to make distributions to its unitholders, including us, in an amount sufficient to cover all applicable taxes at assumed tax rates and payments under the tax receivable agreement (the Tax Receivable Agreement) we have entered into with Parsley LLC and each holder of PE Units (a PE Unit Holder), and to reimburse us for our corporate and other overhead expenses. We are limited, however, in our ability to cause Parsley LLC and its subsidiaries to make these and other distributions to us due to the restrictions under our revolving credit agreement and the indentures governing our 6.250% Senior Notes due 2024 (the 2024 Notes) and our Prior 2025 Notes (together with the 2024 Notes, the Notes). We anticipate that the indenture governing our 2025 Notes will contain similar restrictions. To the extent that we need funds and Parsley LLC or its subsidiaries are restricted from making such distributions under applicable law or regulation or under the terms of their financing arrangements, or are otherwise unable to provide such funds, it could materially adversely affect our liquidity and financial condition.

The price of our Class A common stock in this offering may not be indicative of the market price of our Class A common stock after this offering and may fluctuate significantly.

The market price of our Class A common stock could vary significantly as a result of a number of factors, some of which are beyond our control. In the event of a drop in the market price of our Class A common stock, you could lose a substantial part or all of your investment in our Class A common stock. The price of our Class A common stock in this offering will be negotiated between us and the underwriters and may not be indicative of the market price of our Class A common stock after this offering. Consequently, you may not be able to sell shares of our Class A common stock at prices equal to or greater than the price paid by you in this offering.

The following factors, among others, could affect our stock price:

- our operating and financial performance;
- the number of identified drilling locations and our reserves estimates;

quarterly variations in the rate of growth of our financial indicators, such as net income per share, net income and revenues, capital expenditures, production, and unit costs;

the public reaction to our press releases, our other public announcements and our filings with the SEC;

strategic actions by our competitors;

changes in revenue or earnings estimates, or changes in recommendations or withdrawal of research coverage, by equity research analysts;

speculation in the press or investment community;

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the failure of research analysts to cover our Class A common stock;

sales of our Class A common stock by us or other stockholders, or the perception that such sales may occur;

changes in accounting principles, policies, guidance, interpretations or standards;

additions or departures of key management personnel;

actions by our stockholders;

general market conditions, including fluctuations in commodity prices;

domestic and international economic, legal and regulatory factors unrelated to our performance; and

the realization of any risks described in this Risk Factors section or in the Risk Factors section in our most recent Annual Report on Form 10-K or subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K.

The stock markets in general have historically experienced significant volatility that has often been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our Class A common stock. During the 52-week period immediately preceding the date of this prospectus supplement, the price of our Class A common stock as reported on the NYSE ranged from a high of $39.82 to a low of $15.39 per share. Securities class action litigation has often been instituted against companies following periods of volatility in the overall market and in the market price of a company s securities. Such litigation, if instituted against us, could result in very substantial costs, divert our management s attention and resources and harm our business, operating results and financial condition.

We may not consummate the Double Eagle Acquisition or the Concurrent Notes Offering, and this offering is not conditioned on the consummation of the Double Eagle Acquisition or the Concurrent Notes Offering.

We intend to use the net proceeds from this offering, along with the net proceeds from the Concurrent Notes Offering, to fund the cash portion of the purchase price for the Double Eagle Acquisition, as described under Summary Recent Developments. However, we may not consummate the Double Eagle Acquisition, which is subject to the satisfaction of customary closing conditions. There can be no assurance that such conditions will be satisfied or that the Double Eagle Acquisition will be consummated. Further, we may not consummate the Concurrent Notes Offering, which is subject to market conditions and other factors.

This offering is not conditioned on the consummation of the Double Eagle Acquisition or the Concurrent Notes Offering. Therefore, upon the closing of this offering, you will become a holder of our Class A common stock regardless of whether the Double Eagle Acquisition and the Concurrent Notes Offering are consummated, delayed or terminated. If the Double Eagle Acquisition or the Concurrent Notes Offering is delayed or terminated, the price of our Class A common stock may decline to the extent that the current market price of our Class A common stock reflects a market assumption that the Double Eagle Acquisition and the Concurrent Notes Offering will be

consummated on the terms described herein.

If the Double Eagle Acquisition is not consummated, our management will have broad discretion in the application of the net proceeds from this offering and could apply the proceeds in ways that you or other stockholders may not approve. In addition, if the Concurrent Notes Offering is not consummated, our management will have broad discretion in the source of funds for the remaining cash portion of the purchase price for the Double Eagle Acquisition, and could draw upon such other sources of funds in ways that you or other stockholders may not approve. In either event, the market price of our Class A common stock could be adversely affected.

If the Double Eagle Acquisition is consummated, we may be unable to successfully integrate Double Eagle s operations or to realize anticipated cost savings, revenues or other benefits of the Double Eagle Acquisition.

Our ability to achieve the anticipated benefits of the Double Eagle Acquisition, if consummated, will depend in part upon whether we can integrate Double Eagle s assets and operations into our existing business in an

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efficient and effective manner. We may not be able to accomplish this integration process successfully. The successful acquisition of producing properties, including those acquired from Double Eagle, requires an assessment of several factors, including:

- recoverable reserves;
- future natural gas and oil prices and their appropriate differentials;
- availability and cost of transportation of production to markets;
- availability and cost of drilling equipment and of skilled personnel;
- development and operating costs and potential environmental and other liabilities; and
- regulatory, permitting and similar matters.

The accuracy of these assessments is inherently uncertain. In connection with these assessments, we have performed, and will continue to perform, a review of the subject properties, including properties that are subject to certain customary acreage swaps in process, that we believe to be generally consistent with industry practices. Our review may not reveal all existing or potential problems or permit us to become sufficiently familiar with the properties to fully assess their deficiencies and potential recoverable reserves. Inspections will not always be performed on every well, and environmental problems are not necessarily observable even when an inspection is undertaken. Even if problems are identified, the contractual protection provided with respect to all or a portion of the underlying deficiencies may prove ineffective or insufficient. The integration process may be subject to delays or changed circumstances, and we can give no assurance that the acquired properties will perform in accordance with our expectations or that our expectations with respect to integration or cost savings as a result of the Double Eagle Acquisition will materialize. Significant acquisitions, including the Double Eagle Acquisition, and other strategic transactions may involve other risks that may cause our business to suffer, including:

- diversion of our management s attention to evaluating, negotiating and integrating significant acquisitions and strategic transactions;
- the challenge and cost of integrating acquired assets and operations with those of ours while carrying on our ongoing business; and
- the failure to realize the full benefit that we expect in estimated proved reserves, production volume, cost savings from operating synergies or other benefits anticipated from an acquisition, or to realize these benefits within the expected time frame.

Our actual operating results, costs and activities could differ materially from the guidance we have released in connection with the Double Eagle Acquisition.

In connection with our announcement of the Double Eagle Acquisition, we have incorporated by reference into this prospectus supplement certain forecasted operating results, costs and activities, including, without limitation, our future expected production results, price realizations, operating expenses, capital expenditures and drilling activity. This forward-looking guidance represents our management s estimates as of the date of this prospectus supplement, is based upon a number of assumptions that are inherently uncertain and is subject to numerous business, economic, competitive, financial and regulatory risks, including the risks described under Risk Factors and Cautionary Statement Regarding Forward-Looking Statements in this prospectus supplement and in our Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated herein by reference. Many of these risks and uncertainties are beyond our control, such as declines in commodity prices and the speculative nature of estimating natural gas, NGLs and oil reserves and in projecting future rates of production. If any of these risks and uncertainties actually occur or the assumptions underlying our guidance are incorrect, our actual operating results, costs and activities may be materially and adversely different from our guidance. In addition, investors should also recognize that the reliability of any guidance diminishes the farther in the future that the data is forecast. In light of the foregoing, investors are urged to put our guidance in context and not to place undue reliance upon it.

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Our amended and restated certificate of incorporation and our amended and restated bylaws, as well as Delaware law, contain provisions that could discourage acquisition bids or merger proposals, which may adversely affect the market price of our Class A common stock.

Our amended and restated certificate of incorporation authorizes our board of directors to issue preferred stock without stockholder approval. If our board of directors elects to issue preferred stock, it could be more difficult for a third party to acquire us. In addition, some provisions of our amended and restated certificate of incorporation and our amended and restated bylaws could make it more difficult for a third party to acquire control of us, even if the change of control would be beneficial to our stockholders, including:

- limitations on the removal of directors;
- limitations on the ability of our stockholders to call special meetings;
- providing that the board of directors is expressly authorized to adopt, or to alter or repeal our bylaws; and
- establishing advance notice and certain information requirements for nominations for election to our board of directors and for proposing matters that can be acted upon by stockholders at stockholder meetings.

In addition, certain change of control events have the effect of accelerating any payments due under our revolving credit agreement and our Tax Receivable Agreement, which could be substantial and accordingly serve as a disincentive to a potential acquirer of our company. Please see In certain cases, payments under the Tax Receivable Agreement may be accelerated and/or significantly exceed the actual benefits, if any, we realize in respect of the tax attributes subject to the Tax Receivable Agreement.

We do not intend to pay dividends on our Class A common stock, and our revolving credit agreement and the indentures governing our Notes place certain restrictions on our ability to do so. We anticipate that the indenture governing our 2025 Notes will contain similar restrictions. Consequently, your only opportunity to achieve a return on your investment is if the price of our Class A common stock appreciates.

We do not plan to declare dividends on shares of our Class A common stock in the foreseeable future. Additionally, our revolving credit agreement and the indentures governing our Notes place certain restrictions on our ability to pay cash dividends. We anticipate that the indenture governing our 2025 Notes will contain similar restrictions. Consequently, your only opportunity to achieve a return on your investment in us will be if you sell your Class A common stock at a price greater than you paid for it. There is no guarantee that the price of our Class A common stock that will prevail in the market will ever exceed the price that you pay for our Class A common stock in this offering.

Future sales of our Class A common stock in the public market, or the perception that such sales may occur, could reduce our stock price, and any additional capital raised by us through the sale of equity or convertible securities may dilute your ownership in us.

We may sell additional shares of Class A common stock or securities convertible into shares of our Class A common stock in subsequent offerings. We cannot predict the size of future issuances of our Class A common stock or securities convertible into Class A common stock or the effect, if any, that future issuances and sales of shares of our

Class A common stock will have on the market price of our Class A common stock. Sales of substantial amounts of our Class A common stock (including shares issued in connection with an acquisition), or the perception that such sales could occur, may adversely affect prevailing market prices of our Class A common stock.

On May 27, 2014, we filed a registration statement with the SEC on Form S-8 providing for the registration of 12,727,273 shares of our Class A common stock issued or reserved for issuance under our equity incentive plan. Subject to the satisfaction of vesting conditions, the expiration or waiver of lock-up agreements and the requirements of Rule 144 under the Securities Act, shares registered under the registration statement on Form S-8 are available for resale immediately in the public market without restriction.

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On March 11, 2015, we filed a registration statement with the SEC on Form S-1 providing for the registration of 14,885,797 shares of our Class A common stock in connection with a private placement of such Class A common stock at a price of $15.50 per share to selected institutional investors.

On June 5, 2015, we filed an automatically effective registration statement with the SEC on Form S-3 providing for the continued registration of such shares of our Class A common stock, which are available for resale immediately in the public market without restriction, as well as the registration of additional shares of our Class A common stock and certain other of our securities.

In connection with the closing of the Double Eagle Acquisition, we intend to enter into a registration rights agreement with Double Eagle. We expect that the registration rights agreement will contain provisions by which we agree to, among other things and subject to certain restrictions, file an automatically effective registration statement with the SEC on Form S-3 providing for the registration of the shares of our Class A common stock issuable upon exchange of the PE Units (and corresponding shares of our Class B common stock) to be issued as consideration to Double Eagle and to conduct certain underwritten offerings thereof. Upon such registration, such shares of our Class A common stock will be available for resale immediately in the public market without restriction.

Our ability to use our net operating loss carryforwards may be limited.

We estimate that as of December 31, 2016, we had approximately $139.7 million of U.S. federal net operating loss carryforwards (NOLs), which begin to expire in 2034. Utilization of these NOLs depends on many factors, including our future income, which cannot be assured. In addition, Section 382 of the Internal Revenue Code of 1986, as amended (Section 382), generally imposes an annual limitation on the amount of NOLs that may be used to offset taxable income when a corporation has undergone an ownership change (as determined under Section 382). An ownership change generally occurs if one or more shareholders (or groups of shareholders) who are each deemed to own at least 5% of our stock change their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three-year period. In the event that an ownership change has occurred, or were to occur, utilization of our NOLs would be subject to an annual limitation under Section 382, determined by multiplying the value of our stock at the time of the ownership change by the applicable long-term tax-exempt rate as defined in Section 382, subject to certain adjustments. Any unused annual limitation may be carried over to later years. We cannot assure you that we will not undergo an ownership change in 2017 as a result of this offering, taking into account other changes in ownership of our stock occurring within the relevant three-year period described above. However, even if we did have an ownership change as a result of this offering, we do not believe that the resulting Section 382 annual limitation would prevent our utilization of our NOLs prior to their expiration. Future ownership changes or future regulatory changes could limit our ability to utilize our NOLs. To the extent we are not able to offset our future income with our NOLs, this would adversely affect our operating results and cash flows if we attain profitability.

We are required to make payments under the Tax Receivable Agreement for certain tax benefits we may claim, and the amounts of such payments could be significant.

The PE Unit Holders generally have the right to exchange (the Exchange Right) their PE Units (and a corresponding number of shares of Class B common stock), for shares of our Class A common stock at an exchange ratio of one share of Class A common stock for each PE Unit (and a corresponding number of shares of Class B common stock) exchanged (subject to conversion rate adjustments for stock splits, stock dividends and reclassifications), or, if either we or Parsley LLC so elects, cash (the Cash Option).

We have entered into a Tax Receivable Agreement with Parsley LLC and the PE Unit Holders and certain other holders of equity interests in us (each such person, a TRA Holder). This agreement generally provides for the payment by us to a TRA Holder of 85% of the net cash savings, if any, in U.S. federal, state or local income or franchise tax that we actually realize (or are deemed to realize in certain circumstances) in periods after our

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initial public offering (IPO) as a result of (i) any tax basis increases resulting from the contribution in connection with our IPO by such TRA Holder of all or a portion of its PE Units to us in exchange for shares of Class A common stock, (ii) the tax basis increases resulting from the exchange by such TRA Holder of PE Units for shares of Class A common stock pursuant to the Exchange Right (or resulting from an exchange of PE Units for cash pursuant to the Cash Option) and (iii) imputed interest deemed to be paid by us as a result of, and additional tax basis arising from, any payments we make under the Tax Receivable Agreement. In addition, payments we make under the Tax Receivable Agreement will be increased by any interest accrued from the due date (without extensions) of the corresponding tax return.

For purposes of the Tax Receivable Agreement, cash savings in tax generally are calculated by comparing our actual tax liability to the amount we would have been required to pay had we not been able to utilize any of the tax benefits subject to the Tax Receivable Agreement. The term of the Tax Receivable Agreement commenced upon the completion of our IPO and will continue until all such tax benefits have been utilized or expired, unless we exercise our right to terminate the Tax Receivable Agreement by making the termination payment specified in the agreement.

The actual increase in tax basis, as well as the amount and timing of any payments under the Tax Receivable Agreement, will vary depending upon a number of factors, including the timing of the exchanges of PE Units, the price of Class A common stock at the time of each exchange, the extent to which such exchanges are taxable, the amount and timing of the taxable income we generate in the future and the tax rate then applicable, and the portion of our payments under the Tax Receivable Agreement constituting imputed interest or depletable, depreciable or amortizable basis. We expect that the payments that we will be required to make under the Tax Receivable Agreement, for which we will be dependent on Parsley LLC, could be substantial.

The payment obligations under the Tax Receivable Agreement are our obligations and not obligations of Parsley LLC. However, we are a holding company with no independent means of generating revenue. Therefore, to the extent Parsley LLC has available cash, we intend to cause Parsley LLC to make distributions to its unitholders, including us, in an amount sufficient to cover all such obligations. The payments under the Tax Receivable Agreement are not conditioned upon a holder of rights under the Tax Receivable Agreement having a continued ownership interest in us. See Transactions with Related Persons Tax Receivable Agreement in our Definitive Proxy Statement on Schedule 14A for our 2016 Annual Meeting of Stockholders, which is incorporated herein by reference.

In certain cases, payments under the Tax Receivable Agreement may be accelerated and/or significantly exceed the actual benefits, if any, we realize in respect of the tax attributes subject to the Tax Receivable Agreement.

If we elect to terminate the Tax Receivable Agreement early or it is terminated early due to certain mergers or other changes of control or due to a material breach of the Tax Receivable Agreement, we would be required to make an immediate payment equal to the present value of the anticipated future tax benefits subject to the Tax Receivable Agreement, for which we would be dependent on Parsley LLC. The calculation of anticipated future tax benefits will be based upon certain assumptions and deemed events as set forth in the Tax Receivable Agreement, including the assumption that we have sufficient taxable income to fully utilize such benefits and that any PE Units that the PE Unit Holders or their permitted transferees own on the termination date are deemed to be exchanged on the termination date. Any early termination payment may be made significantly in advance of the actual realization, if any, of such future benefits.

In these situations, our obligations under the Tax Receivable Agreement could have a substantial negative impact on our liquidity and could have the effect of delaying, deferring or preventing certain mergers, asset sales, other forms of business combinations or other changes of control due to the additional transaction costs a potential acquirer may attribute to satisfying such obligations. For example, if the Tax Receivable Agreement were terminated at

December 31, 2016, the estimated termination payment would be approximately

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$322.3 million (calculated using a discount rate equal to LIBOR, plus 300 basis points, applied against an undiscounted liability of $660.6 million). The foregoing number is merely an estimate and the actual payment could differ materially. There can be no assurance that we and Parsley LLC will be able to finance the obligations under the Tax Receivable Agreement.

Payments under the Tax Receivable Agreement will be based on the tax reporting positions that we will determine. The holders of rights under the Tax Receivable Agreement will not reimburse us for any payments previously made under the Tax Receivable Agreement if such basis increases or other benefits are subsequently disallowed, except that excess payments made to any such holder will be netted against payments otherwise to be made, if any, to such holder after our determination of such excess. As a result, in such circumstances, we could make payments that are greater than our actual cash tax savings, if any, and may not be able to recoup those payments, which could adversely affect our liquidity.

Certain federal income tax deductions currently available with respect to natural gas and oil exploration and development may be eliminated as a result of future legislation.

In recent years, legislation has been proposed that would, if enacted into law, significantly change U.S. tax laws, including certain key U.S. federal income tax provisions currently available to oil and gas companies. Such legislative proposals have included, but not been limited to: (i) the repeal of the percentage depletion allowance for oil and gas properties; (ii) the elimination of current deductions for intangible drilling and development costs; (iii) the elimination of the deduction for certain domestic production activities; and (iv) an extension of the amortization period for certain geological and geophysical expenditures. Congress could consider, and could include, some or all of these proposals as part of tax reform legislation accompanying lower federal income tax rates. Moreover, other more general features of tax reform legislation, including changes to cost recovery rules and to the deductibility of interest expense, may be developed that also would change the taxation of oil and gas companies. It is unclear whether these or similar changes will be enacted and, if enacted, how soon any such changes could take effect. The passage of any legislation as a result of these proposals or any similar changes in U.S. federal income tax laws could eliminate or postpone certain tax deductions that currently are available with respect to oil and gas development, or increase costs, and any such changes could have an adverse effect on our financial position, results of operations and cash flows.

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USE OF PROCEEDS

We estimate that, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, we will receive approximately $1,096.1 million of net proceeds from this offering, or $1,260.6 million if the option to purchase additional shares is exercised in full. We anticipate that we will contribute all of the net proceeds from this offering to Parsley LLC in exchange for a number of PE Units equal to the number of shares of our Class A common stock issued by us in this offering. We intend to use the net proceeds from this offering, along with the net proceeds of the Concurrent Notes Offering, to fund the cash portion of the purchase price for the Double Eagle Acquisition. This offering is not conditioned on the consummation of the Double Eagle Acquisition or the Concurrent Notes Offering. There can be no assurance that we will consummate the Double Eagle Acquisition on the terms described herein or at all. If the Double Eagle Acquisition is not consummated, or if there are any remaining net proceeds from this offering following its consummation, we intend to use such net proceeds to fund a portion of our capital program and for general corporate purposes, including potential future acquisitions.

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CAPITALIZATION

The following table sets forth Parsley Inc. s cash and cash equivalents and capitalization as of September 30, 2016:

- on an actual basis;
- as adjusted to give effect to the Recent Transactions as if each had occurred on September 30, 2016; and
- as further adjusted to give effect to this offering and the Concurrent Notes Offering as if they had occurred on September 30, 2016.

The following table does not give effect to the Double Eagle Acquisition or the issuance of PE units and Class B common stock in connection therewith.

	Actual	As Adjusted	As Further Adjusted
	(in thousands, except per-share data)		
Cash and cash equivalents(1)	$ 571,762	$ 471,478	$ 1,913,023
Long-term debt:			
Revolving credit facility(2)			
2022 Notes(3)	550,000		
2024 Notes(4)	400,000	400,000	400,000
Prior 2025 Notes(5)		650,000	650,000
2025 Notes (6)			350,000
Other debt	2,924	2,924	2,924
Total indebtedness	$ 952,924	$ 1,052,924	$ 1,402,924
Stockholders equity:			
Preferred stock, $0.01 par value, 50,000,000 shares authorized, none issued and outstanding, actual, as adjusted and as further adjusted			
Common stock(7):			
Class A common stock(8)	1,797	2,050	2,410
Class B common stock, $0.01 par value, 125,000,000 shares authorized, 28,008,573 issued and outstanding, actual, as adjusted and as further adjusted	280	280	280
Additional paid-in capital	2,149,999	3,012,729	4,108,471
Accumulated deficit(9)	(34,712)	(75,073)	(75,073)
Treasury stock, at cost, 139,416 shares, actual, as adjusted and as further adjusted	(381)	(381)	(381)

Total stockholders equity	$ 2,116,983	$ 2,939,605	$ 4,035,707
Total capitalization	$ 3,069,907	$ 3,992,529	$ 5,438,631

(1) On October 4, 2016, we paid $390.9 million of cash, inclusive of a $20.0 million deposit paid in the third quarter of 2016, as consideration for the Glasscock County Acquisition. On December 13, 2016, we received approximately $644.1 million of cash, after deducting the initial purchasers discount and offering expenses, in net proceeds from the Prior 2025 Notes Offering. In connection therewith, on December 13, 2016 and December 15, 2016, we paid an aggregate of $520.7 million in cash, excluding accrued and unpaid interest, to fund a tender offer (the Tender Offer) with respect to the 2022 Notes. On January 5, 2017, we paid $65.7 million in cash, excluding accrued and unpaid interest, to redeem the 2022 Notes that remained outstanding after consummation of the Tender Offer. On January 10, 2017, we received approximately $863.0 million, after deducting the underwriters discount and offering expenses, in net proceeds from the

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January Equity Offering. Since September 30, 2016, we have paid or, on or before February 27, 2017, expect to pay, approximately $650.0 million in aggregate consideration for the Recent Acquisitions. See Summary Recent Developments Glasscock County Acquisition, Summary Recent Developments December 2016 Refinancing and Summary Recent Developments January Equity Offering and Recent Acquisitions. As of February 3, 2017, we had approximately $676.0 million in cash and cash equivalents.

(2) On October 28, 2016, we entered into the revolving credit agreement, which replaced our previously existing amended and restated credit agreement. See Summary Recent Developments New Revolving Credit Facility. Upon entry into the revolving credit agreement, the aggregate elected borrowing base commitment level thereunder was $600.0 million. As of February 3, 2017, we had no borrowings outstanding and $0.3 million of letters of credit outstanding, resulting in availability of $599.7 million.

(3) Pursuant to the Tender Offer and the redemption of the 2022 Notes that remained outstanding thereafter, we repurchased or redeemed, as applicable, all outstanding 2022 Notes during December 2016 and January 2017. See Summary Recent Developments December 2016 Refinancing.

(4) Reflected at principal amount and excludes issue premium of $4.0 million on $200 million of our 2024 Notes issued on August 19, 2016, which will be amortized over the life of the 2024 Notes.

(5) Reflected at principal amount. See Summary Recent Developments December 2016 Refinancing.

(6) Reflected at principal amount.

(7) In connection with the consummation of the Double Eagle Acquisition, we will issue to Double Eagle approximately 39.4 million PE Units and approximately 39.4 million corresponding shares of our Class B common stock. Each PE Unit, together with a corresponding share of Class B common stock, will be exchangeable, at the option of the holder and after the lock-up period described in Summary Recent Developments Double Eagle Acquisition, for one share of our Class A common stock, or, if either we or Parsley LLC so elects, cash.

(8) Class A common stock, $0.01 par value, 600,000,000 shares authorized, 179,730,033 issued and 179,590,617 outstanding, actual; 600,000,000 shares authorized, 205,030,033 issued and 204,890,617 outstanding, as adjusted; and 600,000,000 shares authorized, 241,030,033 issued and 240,890,617 outstanding, as further adjusted.

(9) As adjusted and as further adjusted amounts reflect an aggregate premium of $36.5 million paid in connection with the Tender Offer and the redemption of the 2022 Notes that remained outstanding thereafter, and the write-off of $7.9 million of issuance costs and $4.0 million of issue premium related to the 2022 Notes.

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DIVIDEND POLICY

We have never declared or paid any dividends to holders of our Class A common stock, and do not anticipate declaring or paying any dividends to holders of our Class A common stock in the foreseeable future. We currently intend to retain future earnings, if any, for the development and growth of our business. Our future dividend policy is within the discretion of our board of directors and will depend upon then existing conditions, including our results of operations, financial condition, capital requirements, investment opportunities, statutory restrictions on our ability to pay dividends and other factors that our board of directors may deem relevant. In addition, our revolving credit agreement and the indentures governing our Notes place restrictions on our ability to pay cash dividends. We anticipate that the indenture governing our 2025 Notes will contain similar restrictions.

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MARKET PRICE OF OUR CLASS A COMMON STOCK

The table below sets forth, for the periods indicated, the high and low sales prices per share of our Class A common stock, as reported on the NYSE.

	High	Low
2015		
First Quarter	$ 18.34	$ 13.38
Second Quarter	$ 19.02	$ 15.52
Third Quarter	$ 17.75	$ 13.29
Fourth Quarter	$ 20.33	$ 14.60
2016		
First Quarter	$ 23.00	$ 14.51
Second Quarter	$ 28.01	$ 21.23
Third Quarter	$ 35.00	$ 26.40
Fourth Quarter	$ 39.82	$ 31.74
2017		
First Quarter (through February 3, 2017)	$ 37.72	$ 34.43

On February 3, 2017, the closing price of our Class A common stock on the NYSE was $34.80 per share.

As of February 3, 2017, we had approximately 30 holders of record of our Class A common stock. This number excludes owners for whom Class A common stock may be held in street name.

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MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS FOR NON-U.S. HOLDERS

The following is a summary of the material U.S. federal income tax considerations related to the purchase, ownership and disposition of our Class A common stock by a non-U.S. holder (as defined below) that holds our Class A common stock as a capital asset (generally property held for investment). This summary is based on the provisions of the Internal Revenue Code of 1986, as amended (the Code), U.S. Treasury regulations, administrative rulings and judicial decisions, all as in effect on the date hereof, and all of which are subject to change, possibly with retroactive effect. We have not sought any ruling from the Internal Revenue Service (IRS) with respect to the statements made and the conclusions reached in the following summary, and there can be no assurance that the IRS or a court will agree with such statements and conclusions.

This summary does not address all aspects of U.S. federal income taxation that may be relevant to non-U.S. holders in light of their personal circumstances. In addition, this summary does not address the Medicare tax on certain investment income, U.S. federal gift or estate tax laws, any state, local or non-U.S. tax laws or any tax treaties. This summary also does not address tax considerations applicable to investors that may be subject to special treatment under the U.S. federal income tax laws, such as (without limitation):

- banks, insurance companies or other financial institutions;
- tax-exempt or governmental organizations;
- qualified foreign pension funds (or any entities all of the interests of which are held by a qualified foreign pension fund);
- dealers in securities or foreign currencies;
- traders in securities that use the mark-to-market method of accounting for U.S. federal income tax purposes;
- persons subject to the alternative minimum tax;
- partnerships or other pass-through entities for U.S. federal income tax purposes or holders of interests therein;
- persons deemed to sell our Class A common stock under the constructive sale provisions of the Code;
- persons that acquired our Class A common stock through the exercise of employee stock options or otherwise as compensation or through a tax-qualified retirement plan;

certain former citizens or long-term residents of the United States;

real estate investment trusts or regulated investment companies; and

persons that hold our Class A common stock as part of a straddle, appreciated financial position, synthetic security, hedge, conversion transaction or other integrated investment or risk reduction transaction.

PROSPECTIVE INVESTORS ARE ENCOURAGED TO CONSULT THEIR TAX ADVISORS WITH RESPECT TO THE APPLICATION OF THE U.S. FEDERAL INCOME TAX LAWS TO THEIR PARTICULAR SITUATION, AS WELL AS ANY TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF OUR CLASS A COMMON STOCK ARISING UNDER THE U.S. FEDERAL GIFT OR ESTATE TAX LAWS OR UNDER THE LAWS OF ANY STATE, LOCAL, NON-U.S. OR OTHER TAXING JURISDICTION OR UNDER ANY APPLICABLE INCOME TAX TREATY.

Non-U.S. Holder Defined

For purposes of this discussion, a non-U.S. holder is a beneficial owner of our Class A common stock that is not for U.S. federal income tax purposes a partnership or any of the following:

an individual who is a citizen or resident of the United States;

a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;

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an estate the income of which is subject to U.S. federal income tax regardless of its source; or

a trust (i) the administration of which is subject to the primary supervision of a U.S. court and which has one or more United States persons who have the authority to control all substantial decisions of the trust or (ii) which has made a valid election under applicable U.S. Treasury regulations to be treated as a United States person.

If a partnership (including an entity or arrangement treated as a partnership for U.S. federal income tax purposes) holds our Class A common stock, the tax treatment of a partner in the partnership generally will depend upon the status of the partner, upon the activities of the partnership and upon certain determinations made at the partner level. Accordingly, we urge partners in partnerships (including entities or arrangements treated as partnerships for U.S. federal income tax purposes) considering the purchase of our Class A common stock to consult their tax advisors regarding the U.S. federal income tax considerations of the purchase, ownership and disposition of our Class A common stock by such partnership.

Distributions

As described in the section entitled Dividend Policy, we do not currently make, and do not plan to make for the foreseeable future, any distributions on our Class A common stock. However, if we do make distributions of cash or other property on our Class A common stock, those distributions will constitute dividends for U.S. federal income tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. To the extent those distributions exceed our current and accumulated earnings and profits, the distributions will be treated as a non-taxable return of capital to the extent of the non-U.S. holder s tax basis in our Class A common stock and thereafter as capital gain from the sale or exchange of such Class A common stock. See Gain on Disposition of Class A Common Stock. Subject to the withholding requirements under FATCA (as defined below) and with respect to effectively connected dividends, each of which is discussed below, any distribution made to a non-U.S. holder on our Class A common stock generally will be subject to U.S. withholding tax at a rate of 30% of the gross amount of the distribution unless an applicable income tax treaty provides for a lower rate. To receive the benefit of a reduced treaty rate, a non-U.S. holder must provide the applicable withholding agent with an IRS Form W-8BEN or IRS Form W-8BEN-E (or other applicable or successor form) certifying qualification for the reduced rate.

Dividends paid to a non-U.S. holder that are effectively connected with a trade or business conducted by the non-U.S. holder in the United States (and, if required by an applicable income tax treaty, are treated as attributable to a permanent establishment maintained by the non-U.S. holder in the United States) generally will be taxed on a net income basis at the rates and in the manner generally applicable to United States persons (as defined under the Code). Such effectively connected dividends will not be subject to U.S. withholding tax if the non-U.S. holder satisfies certain certification requirements by providing the applicable withholding agent a properly executed IRS Form W-8ECI certifying eligibility for exemption. If the non-U.S. holder is a U.S. corporation for U.S. federal income tax purposes, it may also be subject to a branch profits tax (at a 30% rate or such lower rate as specified by an applicable income tax treaty) on its effectively connected earnings and profits (as adjusted for certain items), which will include effectively connected dividends.

Gain on Disposition of Class A Common Stock

Subject to the discussion below under Additional Withholding Requirements under FATCA, a non-U.S. holder generally will not be subject to U.S. federal income tax on any gain realized upon the sale or other disposition of our Class A common stock unless:

the non-U.S. holder is an individual who is present in the United States for a period or periods aggregating 183 days or more during the calendar year in which the sale or disposition occurs and certain other conditions are met;

the gain is effectively connected with a trade or business conducted by the non-U.S. holder in the United States (and, if required by an applicable income tax treaty, is attributable to a permanent establishment maintained by the non-U.S. holder in the United States); or

our Class A common stock constitutes a United States real property interest by reason of our status as a United States real property holding corporation (USRPHC) for U.S. federal income tax purposes.

A non-U.S. holder described in the first bullet point above will be subject to U.S. federal income tax at a rate of 30% (or such lower rate as specified by an applicable income tax treaty) on the amount of such gain, which generally may be offset by U.S. source capital losses.

A non-U.S. holder whose gain is described in the second bullet point above or, subject to the exceptions described in the next paragraph, the third bullet point above, generally will be taxed on a net income basis at the rates and in the manner generally applicable to United States persons (as defined under the Code) unless an applicable income tax treaty provides otherwise. If the non-U.S. holder is a corporation for U.S. federal income tax purposes whose gain is described in the second bullet point above, then such gain would also be included in its effectively connected earnings and profits (as adjusted for certain items), which may be subject to a branch profits tax (at a 30% rate or such lower rate as specified by an applicable income tax treaty).

Generally, a corporation is a USRPHC if the fair market value of its United States real property interests equals or exceeds 50% of the sum of the fair market value of its worldwide real property interests and its other assets used or held for use in a trade or business. We believe that we currently are, and expect to remain for the foreseeable future, a USRPHC for U.S. federal income tax purposes. However, as long as our Class A common stock continues to be regularly traded on an established securities market, only a non-U.S. holder that actually or constructively owns or owned at any time during the shorter of the five-year period ending on the date of the disposition or the non-U.S. holder s holding period for the Class A common stock, more than 5% of our Class A common stock will be taxable on gain realized on the disposition of our Class A common stock as a result of our status as a USRPHC. If our Class A common stock were not considered to be regularly traded on an established securities market, such holder (regardless of the percentage of Class A common stock owned) would be subject to U.S. federal income tax on a taxable disposition of our Class A common stock (as described in the preceding paragraph), and a 15% withholding tax would apply to the gross proceeds from such disposition.

Non-U.S. holders should consult their tax advisors with respect to the application of the foregoing rules to their ownership and disposition of our Class A common stock.

Backup Withholding and Information Reporting

Any dividends paid to a non-U.S. holder must be reported annually to the IRS and to the non-U.S. holder. Copies of these information returns may be made available to the tax authorities in the country in which the non-U.S. holder resides or is established. Payments of dividends to a non-U.S. holder generally will not be subject to backup withholding if the non-U.S. holder establishes an exemption by properly certifying its non-U.S. status on an IRS Form W-8BEN or IRS Form W-8BEN-E (or other applicable or successor form).

Payments of the proceeds from a sale or other disposition by a non-U.S. holder of our Class A common stock effected by or through a U.S. office of a broker generally will be subject to information reporting and backup withholding (at the applicable rate) unless the non-U.S. holder establishes an exemption by properly certifying its non-U.S. status on an IRS Form W-8BEN or IRS Form W-8BEN-E (or other applicable or successor form) and certain other conditions are met. Information reporting and backup withholding generally will not apply to any payment of the proceeds from a

sale or other disposition of our Class A common stock effected outside the United States by a non-U.S. office of a broker. However, unless such broker has documentary evidence in its records that the holder is not a United States person and certain other conditions are met, or the non-U.S. holder otherwise establishes an exemption, information reporting will apply to a payment of the proceeds from the disposition of our Class A common stock effected outside the United States by such a broker if it has certain relationships within the United States.

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Backup withholding is not an additional tax. Rather, the U.S. income tax liability (if any) of persons subject to backup withholding will be reduced by the amount of tax withheld. If backup withholding results in an overpayment of taxes, a refund may be obtained, provided that the required information is timely furnished to the IRS.

Additional Withholding Requirements under FATCA

Sections 1471 through 1474 of the Code, and the Treasury regulations and administrative guidance issued thereunder (FATCA), impose a 30% withholding tax on any dividends paid on our Class A common stock and on the gross proceeds from a disposition of our Class A common stock (if such disposition occurs after December 31, 2018), in each case if paid to a foreign financial institution or a non-financial foreign entity (each as defined in the Code) (including, in some cases, when such foreign financial institution or non-financial foreign entity is acting as an intermediary), unless: (i) in the case of a foreign financial institution, such institution enters into an agreement with the U.S. government to withhold on certain payments, and to collect and provide to the U.S. tax authorities substantial information regarding U.S. account holders of such institution (which includes certain equity and debt holders of such institution, as well as certain account holders that are non-U.S. entities with U.S. owners); (ii) in the case of a non-financial foreign entity, such entity certifies that it does not have any substantial United States owners (as defined in the Code) or provides the applicable withholding agent with a certification identifying the direct and indirect substantial United States owners of the entity (in either case, generally on an IRS Form W-8BEN-E); or (iii) the foreign financial institution or non-financial foreign entity otherwise qualifies for an exemption from these rules and provides appropriate documentation (such as an IRS Form W-8BEN-E). Foreign financial institutions located in jurisdictions that have an intergovernmental agreement with the United States governing these rules may be subject to different rules. Under certain circumstances, a holder might be eligible for refunds or credits of such taxes. Non-U.S. holders are encouraged to consult their own tax advisors regarding the effects of FATCA on their investments in our Class A common stock.

INVESTORS CONSIDERING THE PURCHASE OF OUR CLASS A COMMON STOCK ARE URGED TO CONSULT THEIR OWN TAX ADVISORS REGARDING THE APPLICATION OF THE U.S. FEDERAL INCOME TAX LAWS TO THEIR PARTICULAR SITUATIONS AND THE APPLICABILITY AND EFFECT OF U.S. FEDERAL GIFT OR ESTATE TAX LAWS AND ANY STATE, LOCAL OR NON-U.S. TAX LAWS AND TAX TREATIES.

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UNDERWRITING

Under the terms and subject to the conditions contained in an underwriting agreement between us and Credit Suisse Securities (USA) LLC, as representative of the underwriters, the underwriters have agreed to purchase, at the public offering price less the underwriting discounts and commissions set forth on the cover page of this prospectus supplement, the number of shares of Class A common stock set forth below.

Underwriter	Number of Shares
Credit Suisse Securities (USA) LLC	14,940,000
Morgan Stanley & Co. LLC	10,854,000
BMO Capital Markets Corp.	1,080,000
J.P. Morgan Securities LLC	1,080,000
RBC Capital Markets, LLC	1,080,000
UBS Securities LLC	1,080,000
Scotia Capital (USA) Inc.	1,080,000
Tudor, Pickering, Holt & Co. Securities, Inc.	1,080,000
Canaccord Genuity Inc.	414,000
IBERIA Capital Partners L.L.C.	414,000
Johnson Rice & Company L.L.C.	414,000
KeyBanc Capital Markets Inc.	414,000
Nomura Securities International, Inc.	414,000
Piper Jaffray & Co.	414,000
Seaport Global Securities LLC	414,000
Stephens Inc.	414,000
Stifel, Nicolaus & Company, Incorporated	414,000
Total	36,000,000

The underwriting agreement provides that the underwriters are severally, and not jointly, obligated to purchase all the shares of Class A common stock in this offering if any are purchased, other than those shares covered by the option to purchase additional shares. We have granted the underwriters an option, exercisable for 30 days from the date of this prospectus supplement, to purchase up to 5,400,000 additional shares of Class A common stock at the public offering price less the underwriting discounts and commissions.

The underwriters propose to offer the shares of Class A common stock initially at the public offering price on the cover page of this prospectus less a selling concession of $0.3255 per share. After the initial offering of the shares of Class A common stock, the underwriters may change the public offering price and concession and discount to broker/dealers. The offering of the shares by the underwriters is subject to receipt and acceptance and subject to the underwriters right to reject any order in whole or in part. The underwriters may offer and sell the shares through their affiliates.

We have agreed to indemnify the underwriters against liabilities under the Securities Act, or contribute to payments that the underwriters may be required to make in that respect. The underwriters have informed us that they do not expect sales to accounts over which they have discretionary authority to exceed 5% of the shares of Class A common stock being offered.

The following table summarizes the discounts and commissions that we will pay.

	Per Share	Total Without Option	Total With Option
Discounts and commissions to be paid by us	$ 0.5425	$ 19,530,000	$ 22,459,500

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We estimate our out-of-pocket expenses for this offering will be approximately $340,000. We have also agreed to reimburse the underwriters for certain of their expenses up to $30,000 as set forth in the underwriting agreement.

Lock-Up Agreements

In connection with this offering, we agreed that, for a period of 30 days from the date of this prospectus supplement, subject to certain exceptions described below, we will not, directly or indirectly: (i) offer, sell, issue, contract to sell, pledge or otherwise dispose of, share of Class A common stock or any securities convertible into or exchangeable or exercisable for Class A common stock (Lock-Up Securities) (other than the shares offered hereby and shares issued pursuant to employee benefit plans, qualified stock option plans or other employee compensation plans existing on the date of this prospectus supplement (each, an Employee Plan), (ii) offer, sell, issue, contract to sell, contract to purchase or grant any option, right or warrant to purchase Lock-Up Securities (other than the grant of options pursuant to an Employee Plan), (iii) enter into any swap, hedge or any other agreement that transfers, in whole or in part, the economic consequences of ownership of Lock-Up Securities, (iv) establish or increase a put equivalent position or liquidate or decrease a call equivalent position in Lock-Up Securities within the meaning of Section 16 of the Exchange Act or (v) file with the SEC a registration statement under the Securities Act relating to Lock-Up Securities, or publicly disclose the intention to take any such action, without the prior written consent of Credit Suisse Securities (USA) LLC, except for (a) issuances of Lock-Up Securities pursuant to the conversion or exchange of convertible or exchangeable securities or the exercise of warrants or options that are outstanding on or prior to the date of this prospectus supplement, (b) the filing of a registration statement on Form S-8 relating to, and the issuance and sale of Lock-Up Securities pursuant to, the terms of an Employee Plan, (c) issuances of Lock-Up Securities issued as consideration for the acquisition of equity interests or assets of any person, or the acquiring by us by any other manner of any business, properties, assets, or persons, in one transaction or a series of related transactions or the filing of a registration statement related to such Lock-Up Securities; provided that (1) no more than an aggregate of 10% of the number of shares of our capital stock outstanding as of the closing date of this offering are issued as consideration in connection with all such acquisitions and (2) prior to the issuance of such shares of our capital stock each recipient of such shares agrees in writing to be subject to the lock-up described herein for the remaining term of the 30-day lock-up period, (d) the issuance of Lock-Up Securities as consideration for the Double Eagle Acquisition and (e) the granting of registration rights and the preparation and filing of registration statements with respect to the registration of the Lock-Up Securities described in the immediately preceding clause (d). The 30-day period will commence on the date of this prospectus supplement and continue for 30 days or until such earlier date as Credit Suisse Securities (USA) LLC may consent to in writing.

In addition, each of our officers and directors has agreed in connection with this offering that they will not offer, sell, contract to sell, pledge or otherwise dispose of, directly or indirectly, any shares of our Class A common stock or securities convertible into or exchangeable or exercisable for any shares of our Class A common stock, enter into a transaction that would have the same effect, or enter into any swap, hedge or other arrangement that transfers, in whole or in part, any of the economic consequences of ownership of our Class A common stock, whether any of these transactions are to be settled by delivery of our Class A common stock or other securities, in cash or otherwise, or publicly disclose the intention to make any offer, sale, pledge or disposition, or to enter into any transaction, swap, hedge or other arrangement, without, in each case, the prior written consent of Credit Suisse Securities (USA) LLC, for a period of 30 days after the date of this prospectus supplement, except that such officers or directors may exchange any units in Parsley LLC and a corresponding number of our shares of Class B common stock for Class A common stock in accordance with the terms of the First Amended and Restated Limited Liability Company Agreement of Parsley LLC.

These lock-up restrictions are subject to certain specific exceptions, including any transactions relating to shares of our Class A common stock acquired in the open market after the closing of this offering, the exercise or vesting of

outstanding options and other equity-based awards granted pursuant to certain equity incentive and other plans, and the withholding of shares of our Class A common stock for the payment of taxes due upon such

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exercise or vesting, entry into new trading plans in compliance with Rule 10b5-1 of the Exchange Act and sales pursuant to Rule 10b5-1 trading plans in effect on the date of this prospectus supplement. The lock-up restrictions will also permit transfers of Class A common stock as a bona fide gift or by will or intestate succession and transfers to such person s immediate family or to a trust or to an entity controlled by such holder, provided that the recipient of such shares agrees to be bound by the same restrictions on sales.

Credit Suisse Securities (USA) LLC, in its sole discretion, may release the Class A common stock and other securities subject to the lock-up agreements described above in whole or in part at any time. When determining whether or not to release the Class A common stock and other securities from lock-up agreements, Credit Suisse Securities (USA) LLC will consider, among other factors, the holder s reasons for requesting the release and the number of shares of Class A common stock or other securities for which the release is being requested.

Other Relationships

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment hedging, financing and brokerage activities.

The underwriters and their respective affiliates have from time to time performed, and may in the future perform, various financial advisory, commercial banking and investment banking services for us and for our affiliates in the ordinary course of business for which they have received and would receive customary compensation.

In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investments and securities activities may involve our securities and/or instruments. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Stabilization, Short Positions and Penalty Bids

The underwriters may engage in stabilizing transactions, short sales and purchases to cover positions created by short sales and penalty bids or purchases for the purpose of pegging, fixing or maintaining the price of our Class A common stock, in accordance with Regulation M under the Exchange Act as described below.

Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum.

A short position involves a sale by an underwriter of shares in excess of the number of shares such underwriter is obligated to purchase in this offering, which creates the syndicate short position. This short position may be either a covered short position or a naked short position. In a covered short position, the number of shares involved in the sales made by the underwriter in excess of the number of shares it is obligated to purchase is not greater than the number of shares that it may purchase by exercising its option to purchase additional shares. The underwriter may also sell shares in excess of the option, creating a naked

short position. The underwriter must close out any short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriter is concerned that there could be downward pressure on the price of the shares in the open market after pricing that could adversely affect investors who purchase in this offering.

Syndicate covering transactions involve purchases of the Class A common stock in the open market after the distribution has been completed in order to cover syndicate short positions.

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Penalty bids permit an underwriter to reclaim a selling concession from a syndicate member when the Class A common stock originally sold by the syndicate member is purchased in a stabilizing or syndicate covering transaction to cover syndicate short positions.

These stabilizing transactions, syndicate covering transactions and penalty bids may have the effect of raising or maintaining the market price of our Class A common stock or preventing or retarding a decline in the market price of the Class A common stock. As a result, the price of our Class A common stock may be higher than the price that might otherwise exist in the open market. These transactions may be effected on the NYSE or otherwise and, if commenced, may be discontinued at any time.

Neither we nor the underwriters make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of our Class A common stock. In addition, neither we nor the underwriters make any representation that the underwriters will engage in these stabilizing transactions or that any transaction, once commenced, will not be discontinued without notice.

Electronic Prospectus

A prospectus in electronic format may be made available on the web sites maintained by the underwriters, or selling group members, if any, participating in this offering and the underwriters participating in this offering may distribute prospectuses electronically. The underwriters may agree to allocate a number of shares to selling group members for sale to their online brokerage account holders. Internet distributions will be allocated by the underwriters and selling group members that will make internet distributions on the same basis as other allocations.

Selling Restrictions

Canada

The shares may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the shares must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser s province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser s province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 of National Instrument 33-105 Underwriting Conflicts (NI 33-105), the underwriters are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

European Economic Area

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each such state being referred to herein as a Relevant Member State), each underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant

Member State (each such date being referred to herein as a Relevant

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Implementation Date) it has not made and will not make an offer of shares to the public in that Relevant Member State prior to the publication of a prospectus in relation to the shares which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of shares to the public in that Relevant Member State at any time:

(a) to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;

(b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than 43,000,000 and (3) an annual net turnover of more than 50,000,000, as shown in its last annual or consolidated accounts;

(c) to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the representative for any such offer; or

(d) in any other circumstances which do not require the publication by the company of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer of shares to the public in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe the shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

United Kingdom

Each underwriter has represented and agreed that (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the FSMA)) received by it in connection with the issue or sale of the shares in circumstances in which Section 21(1) of the FSMA does not apply to us; and (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the shares in, from or otherwise involving the United Kingdom.

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LEGAL MATTERS

The validity of the shares of our Class A common stock being offered by this prospectus supplement and the accompanying prospectus will be passed upon for us by Vinson & Elkins L.L.P., Houston, Texas. Certain legal matters will be passed upon for the underwriters by Latham & Watkins LLP, Houston, Texas.

EXPERTS

The consolidated and combined financial statements of Parsley Energy, Inc. and subsidiaries as of December 31, 2015 and 2014, and for each of the years in the three-year period ended December 31, 2015, incorporated by reference herein, and the effectiveness of internal control over financial reporting as of December 31, 2015, have been audited by KPMG LLP, independent registered public accounting firm, as stated in its reports incorporated by reference herein and upon the authority of said firm as experts in auditing and accounting.

The financial statements of Double Eagle Energy Permian LLC as of December 31, 2015, and for the year then ended, incorporated by reference herein, have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon incorporated by reference herein, and are incorporated by reference herein in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The financial statements of Double Eagle Energy Permian LLC as of December 31, 2014, and for the year then ended incorporated by reference herein have been audited by Weaver and Tidwell L.L.P., as set forth in their report thereon incorporated by reference herein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The information incorporated by reference herein regarding estimated quantities of proved reserves of Parsley Energy, Inc. and subsidiaries, the future net revenues from those reserves and their present value as of December 31, 2015, is based on the proved reserves reports prepared by Netherland, Sewell & Associates, Inc., our independent petroleum engineers. The information incorporated by reference herein regarding estimated quantities of proved reserves of Parsley Energy, Inc. and subsidiaries, the future net revenues from those reserves and their present value as of December 31, 2016, has been audited by Netherland, Sewell & Associates, Inc., our independent petroleum engineers. These estimates are incorporated by reference herein in reliance upon the authority of such firm as an expert in these matters.

The information incorporated by reference herein regarding estimated quantities of proved reserves of Double Eagle Energy Permian LLC, the future net revenues from those reserves and their present value as of December 31, 2014 and 2015, is based on the proved reserves reports prepared by Cawley, Gillespie & Associates, Inc. These estimates are incorporated by reference herein in reliance upon the authority of such firm as an expert in these matters.

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WHERE YOU CAN FIND ADDITIONAL INFORMATION

We file annual, quarterly, current and other reports and other information with the SEC. You may read and copy any materials we file with the SEC at the SEC s Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C., 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. Our SEC filings are also available to the public from commercial document retrieval services and through the SEC s website at *http://www.sec.gov*.

Our Class A common stock is listed on the NYSE under the symbol PE. Our reports and other information filed with the SEC can also be inspected at the offices of the NYSE, at 20 Broad Street, New York, New York 10005.

We also make available free of charge on our Internet website at *www.parsleyenergy.com* all of the documents that we file with the SEC as soon as reasonably practicable after we electronically file those documents with the SEC. Information contained on our website is not incorporated by reference into this prospectus supplement, and you should not consider information contained on our website as part of this prospectus supplement.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference information we have filed with the SEC. This means that we can disclose important information to you without actually including the specific information in this prospectus supplement by referring you to other documents filed separately with the SEC.

The information incorporated by reference is an important part of this prospectus supplement. Information that we later provide to the SEC, and which is deemed to be filed with the SEC, will automatically update information previously filed with the SEC, and may replace information in this prospectus supplement and information previously filed with the SEC.

We incorporate by reference the documents listed below and any future filings we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than, in each case, information furnished rather than filed), after the date of this prospectus supplement and before the filing of a post-effective amendment to the registration statement of which this prospectus supplement is a part that indicates that all securities offered hereunder have been sold or that deregisters all securities then remaining unsold:

- our Annual Report on Form 10-K for the year ended December 31, 2015;
- our Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2016, June 30, 2016 and September 30, 2016;
- our Current Reports on Form 8-K filed on January 5, 2016, March 23, 2016, April 4, 2016, April 6, 2016, May 23, 2016, May 27, 2016, June 3, 2016, August 12, 2016, and August 15, 2016, August 19, 2016, September 30, 2016, October 5, 2016, November 2, 2016, December 6, 2016, December 7, 2016, December 13, 2016, December 21, 2016, January 5, 2017, January 10, 2017, January 12, 2017 and February 7, 2017;
- the information specifically incorporated by reference into our Annual Report on Form 10-K for the year ended December 31, 2015, from our Definitive Proxy Statement on Schedule 14A filed on April 22, 2016; and
- the description of our Class A common stock contained in our Form 8-A filed on May 20, 2014, including any amendment to that form that we may file in the future for the purpose of updating the description of our Class A common stock.

These reports contain important information about us, our financial condition and our results of operations.

You may request a copy of any document incorporated by reference in this prospectus, including the exhibits thereto, at no cost, by writing or telephoning us at the following address or telephone number:

Parsley Energy, Inc.

303 Colorado Street, Suite 3000

Austin, Texas 78701

Phone: (737) 704-2300

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PROSPECTUS

Parsley Energy, Inc.

Debt Securities

Guarantees of Debt Securities

Class A Common Stock

Preferred Stock

Depositary Shares

Warrants

From time to time we may offer and sell the following securities:

Debt securities, which may be senior or subordinated, and which may be guaranteed by certain of our subsidiaries, including Parsley Energy, LLC, Parsley Energy, L.P., Parsley Energy Management, LLC, Parsley Energy Operations, LLC, Parsley Energy Aviation, LLC and Parsley Finance