

Mid-Con Energy Partners, LP
Form SC 13D/A
October 24, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Mid-Con Energy Partners, LP

(Name of Issuer)

Common Units
(Title of Class of Securities)

59560V109
(CUSIP Number)

Bryan H. Lawrence

Yorktown Energy Partners VIII, L.P.

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(212) 515-2100

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One Arts Plaza

1722 Routh Street, Suite 1500

Dallas, Texas 75201-2533

(214) 969-1700

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

October 22, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 204.13d-1(g), check the following box. "

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

* The remainder of the cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 59560V109

(1) Names of Reporting Persons

YORKTOWN ENERGY PARTNERS VIII, L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

(3) SEC Use Only

(4) Source of Funds (See Instructions)

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) "

(6) Citizenship or Place of Organization

Delaware

(7) Sole Voting Power

Number of
Shares Beneficially
Owned by
Each Reporting
Person With

2,308,720
(8) Shared Voting Power

Owned by
Each Reporting
Person With

0
(9) Sole Dispositive Power

Reporting
Person With

2,308,720
(10) Shared Dispositive Power

0
(11) Aggregate Amount Beneficially Owned by Each Reporting Person

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2,308,720 (1)

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

(13) Percent of Class Represented by Amount in Row (11)

12.2% (2)

(14) Type of Reporting Person (See Instructions)

PN

- (1) Yorktown VIII Company LP is the sole general partner of Yorktown Energy Partners VIII, L.P. Yorktown VIII Associates LLC is the sole general partner of Yorktown VIII Company LP. As a result, Yorktown VIII Associates LLC may be deemed to have the power to vote or direct the vote or to dispose or direct the disposition of the shares owned by Yorktown Energy Partners VIII, L.P. Yorktown VIII Company LP and Yorktown VIII Associates LLC disclaim beneficial ownership of the securities owned by Yorktown Energy Partners VIII, L.P. in excess of their pecuniary interests therein.
- (2) Based on 18,939,549 common units of Mid-Con Energy Partners, LP (the Issuer) issued and outstanding as of October 22, 2012, as set forth in the prospectus of the Issuer, filed pursuant to Rule 424(b)(1) with the Securities and Exchange Commission on October 17, 2012.

CUSIP No. 59560V109

(1) Names of Reporting Persons

YORKTOWN VIII COMPANY LP

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

(3) SEC Use Only

(4) Source of Funds (See Instructions)

OO

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Owned by
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Person
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0
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Person
With

2,308,720
(10) Shared Dispositive Power

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

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- (2) Based on 18,939,549 common units of the Issuer issued and outstanding as of October 22, 2012, as set forth in the prospectus of the Issuer, filed pursuant to Rule 424(b)(1) with the Securities and Exchange Commission on October 17, 2012.

CUSIP No. 59560V109

(1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)

YORKTOWN VIII ASSOCIATES LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

(3) SEC Use Only

(4) Source of Funds (See Instructions)

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) "

N/A

(6) Citizenship or Place of Organization

Delaware

(7) Sole Voting Power

Number of
Shares Beneficially
Owned by
Each Reporting
Person With

2,308,720
(8) Shared Voting Power

Owned by
Each Reporting
Person With

0
(9) Sole Dispositive Power

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Person With

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0
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(14) Type of Reporting Person (See Instructions)

OO

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- (2) Based on 18,939,549 common units of the Issuer issued and outstanding as of October 22, 2012, as set forth in the prospectus of the Issuer, filed pursuant to Rule 424(b)(1) with the Securities and Exchange Commission on October 17, 2012.

This Amendment No. 1 amends the Schedule 13D with respect to the common units representing limited partner interests (Common Units) of Mid-Con Energy Partners, LP, a Delaware limited partnership (the Company), previously filed by Yorktown Energy Partners VIII, L.P., a Delaware limited partnership (Yorktown), with the Securities and Exchange Commission on December 30, 2011 (the Schedule 13D). Capitalized terms used herein without definition shall have the meanings given to such terms in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Subparagraphs a and c of Item 5 of the Schedule 13D are amended and restated in their entirety by the following:

- (a) As of October 22, 2012, Yorktown, Yorktown VIII Company LP and Yorktown VIII Associates LLC beneficially owned 2,308,720 Common Units of the Issuer, representing 12.2% of the Issuer's outstanding Common Units (based on 18,939,549 Common Units of the Issuer issued and outstanding as of October 22, 2012, as set forth in the prospectus of the Issuer, filed pursuant to Rule 424(b)(1) with the Securities and Exchange Commission on October 17, 2012 (the Prospectus)).

- (c) On October 22, 2012, Yorktown sold 1,632,416 Common Units of the Issuer to certain underwriters named in the Prospectus, for a price of \$20.352 per Common Unit.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 24, 2012

YORKTOWN ENERGY PARTNERS VIII, L.P.

By: Yorktown VIII Company LP,
its general partner

By: Yorktown VIII Associates LLC,
its general partner

By: /s/ Peter A. Leidel
Peter A. Leidel, Managing Member

YORKTOWN VIII COMPANY LP

By: Yorktown VIII Associates LLC,
its general partner

By: /s/ Peter A. Leidel
Peter A. Leidel, Managing Member

YORKTOWN VIII ASSOCIATES LLC

By: /s/ Peter A. Leidel
Peter A. Leidel, Managing Member