

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Silver Run Sponsor, LLC</u> <hr/> (Last) (First) (Middle) 1000 LOUISIANA STREET, SUITE 1450 C/O RIVERSTONE EQUITY <hr/> (Street) HOUSTON TX 77002 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/23/2016	3. Issuer Name and Ticker or Trading Symbol <u>Silver Run Acquisition Corp [SRAQ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock	(1)	(1)	Class A Common Stock	11,380,000 ⁽²⁾	(1)	I	See footnote ⁽³⁾

1. Name and Address of Reporting Person* <u>Silver Run Sponsor, LLC</u> <hr/> (Last) (First) (Middle) 1000 LOUISIANA STREET, SUITE 1450 C/O RIVERSTONE EQUITY <hr/> (Street) HOUSTON TX 77002 <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Silver Run Sponsor Manager, LLC</u> <hr/> (Last) (First) (Middle) C/O SILVER RUN ACQUISITION CORPORATION 1000 LOUISIANA STREET, SUITE 1450 <hr/> (Street) HOUSTON TX 77002 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person*		
<u>RIVERSTONE HOLDINGS LLC</u>		
(Last)	(First)	(Middle)
712 FIFTH AVENUE 36TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>LEUSCHEN DAVID M</u>		
(Last)	(First)	(Middle)
(Street)		
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>LAPEYRE PIERRE F JR</u>		
(Last)	(First)	(Middle)
C/O RIVERSTONE 712 FIFTH AVENUE 19TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City) (State) (Zip)		

Explanation of Responses:

1. The Class B Common Stock is convertible for the Issuer's Class A Common Stock on a one-for-one basis, subject to adjustment pursuant to certain anti-dilution rights, and has no expiration date.
2. Includes 1,500,000 shares of Class B Common Stock that are subject to forfeiture if the underwriters in the Issuer's initial public offering of common stock do not exercise their over-allotment option in full.
3. Silver Run Sponsor, LLC is the record holder of the securities reported herein. Silver Run Sponsor Manager, LLC is the managing member of Silver Run Sponsor, LLC. Riverstone Holdings LLC is the managing member of Silver Run Sponsor Manager, LLC. David Leuschen and Pierre F. Lapeyre, Jr. are the managing directors of Riverstone Holdings LLC and have or share voting and investment discretion with respect to the securities held of record by Silver Run Sponsor, LLC. As such, each of Silver Run Sponsor Manager, LLC, Riverstone Holdings LLC, Mr. Leuschen and Mr. Lapeyre may be deemed to have or share beneficial ownership of the common stock held directly by Silver Run Sponsor, LLC. Each such entity or person disclaims any such beneficial ownership of such securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Remarks:

Exhibit List Exhibit 24.1 - Power of Attorney; Exhibit 24.2 - Power of Attorney

SILVER RUN SPONSOR, LLC
by: Silver Run Sponsor
Manager, LLC, its managing 02/23/2016
member, by: /s/ Thomas J.
Walker, Managing Director
SILVER RUN SPONSOR
MANAGER, LLC by: /s/ 02/23/2016
Thomas J. Walker, Managing
Director
RIVERSTONE HOLDINGS
LLC by: /s/ Thomas J. Walker, 02/23/2016
Authorized Person
DAVID M. LEUSCHEN, by:
/s/ Thomas J. Walker, 02/23/2016
attorney-in-fact
PIERRE F. LAPEYRE, JR., by:
/s/ Thomas J. Walker, 02/23/2016
attorney-in-fact

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Stephen S. Coats and Thomas J. Walker or either of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned with respect to Silver Run Acquisition Corporation (the "Company"), Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules 13D or 13G or Forms 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of February, 2016.

/s/ David M. Leuschen
DAVID M. LEUSCHEN

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Stephen S. Coats and Thomas J. Walker or either of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned with respect to Silver Run Acquisition Corporation (the "Company"), Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules 13D or 13G or Forms 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Securities Exchange Act of 1934.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of February, 2016.

/s/ Pierre F. Lapeyre, Jr.
PIERRE F. LAPEYRE, JR.
