

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Riverstone Non-ECI USRPI AIV, L.P.</u> (Last) (First) (Middle) C/O RIVERSTONE HOLDINGS 712 FIFTH AVENUE 36TH FLOOR (Street) NEW YORK NY 10019 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Centennial Resource Development, Inc. [CDEV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/19/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/19/2020		P		266,479	A	\$0.946 ⁽¹⁾	85,582,326	I	See footnote ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾
Class A Common Stock	05/20/2020		P		641,974	A	\$0.9162 ⁽²⁾	86,224,300	I	See footnote ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾
Class A Common Stock	05/21/2020		P		1,541,408	A	\$0.8869 ⁽³⁾	87,765,708	I	See footnote ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Riverstone Non-ECI USRPI AIV, L.P.</u> (Last) (First) (Middle) C/O RIVERSTONE HOLDINGS 712 FIFTH AVENUE 36TH FLOOR (Street) NEW YORK NY 10019 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Riverstone Non-ECI USRPI AIV GP, L.L.C.</u> (Last) (First) (Middle) C/O RIVERSTONE HOLDINGS 712 FIFTH AVENUE 36TH FLOOR (Street) NEW YORK NY 10019 (City) (State) (Zip)
1. Name and Address of Reporting Person*

[Riverstone Non-ECI Partners GP \(Cayman\), L.P.](#)

(Last) (First) (Middle)

C/O RIVERSTONE HOLDINGS
712 FIFTH AVENUE 36TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Riverstone Non-ECI GP Cayman LLC](#)

(Last) (First) (Middle)

C/O RIVERSTONE HOLDINGS
712 FIFTH AVENUE 36TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Riverstone Non-ECI GP Ltd.](#)

(Last) (First) (Middle)

C/O RIVERSTONE HOLDINGS
712 FIFTH AVENUE 36TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Riverstone Energy Partners VI, L.P.](#)

(Last) (First) (Middle)

C/O RIVERSTONE HOLDINGS
712 FIFTH AVENUE 36TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Riverstone Energy GP VI, LLC](#)

(Last) (First) (Middle)

C/O RIVERSTONE HOLDINGS
712 FIFTH AVENUE 36TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Riverstone Energy GP VI Corp.](#)

(Last) (First) (Middle)

C/O RIVERSTONE HOLDINGS
712 FIFTH AVENUE 36TH FLOOR

(Street)

NEW YORK NY 10019

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
LEUSCHEN DAVID M		
(Last)	(First)	(Middle)
C/O RIVERSTONE HOLDINGS		
712 FIFTH AVENUE 36TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
LAPEYRE PIERRE F JR		
(Last)	(First)	(Middle)
C/O RIVERSTONE HOLDINGS		
712 FIFTH AVENUE 36TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)

Explanation of Responses:

- The price reported in Column 4 is a volume-weighted average price. These shares of Class A common stock were purchased in multiple transactions at prices ranging from \$0.9352 to \$0.9500, inclusive.
- The price reported in Column 4 is a volume-weighted average price. These shares of Class A common stock were purchased in multiple transactions at prices ranging from \$0.9001 to \$0.9399, inclusive.
- The price reported in Column 4 is a volume-weighted average price. These shares of Class A common stock were purchased in multiple transactions at prices ranging from \$0.8550 to \$0.9299, inclusive. The reporting persons undertake to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares of Class A Common Stock at each separate price within the ranges set forth in footnotes (1), (2) and (3) to this Form 4.
- Following the transactions reported herein, includes 15,179,971 shares held of record by REL US Centennial Holdings, LLC ("REL US"), 59,159,596 shares held of record by Riverstone VI Centennial QB Holdings, L.P. ("Riverstone QB Holdings"), 5,560,410 shares held of record by Riverstone Non-ECI USRPI AIV, L.P. ("Riverstone Non-ECI"), and 7,865,731 shares held of record by Silver Run Sponsor, LLC ("Silver Run Sponsor"), of Class A Common Stock.
- David Leuschen and Pierre F. Lapeyre, Jr. are the managing directors of Riverstone Management Group, L.L.C. ("Riverstone Management"), which is the managing member of Riverstone/Gower Mgmt Co Holdings, L.P. ("Riverstone/Gower"), which is the sole member of Riverstone Holdings LLC ("Holdings") and the sole shareholder of Riverstone Holdings II (Cayman) Ltd. ("Holdings II").
- Holdings is the sole shareholder of Riverstone Energy GP VI Corp, which is the managing member of Riverstone Energy GP VI, LLC, which is the general partner of Riverstone Energy Partners VI, L.P., which is the general partner of Riverstone QB Holdings. As such, each of Messrs. Leuschen and Lapeyre, Riverstone Management, Riverstone/Gower, Holdings, Riverstone Energy GP VI Corp, Riverstone Energy GP VI, LLC and Riverstone Energy Partners VI, L.P. may be deemed to share beneficial ownership of the securities held of record by Riverstone QB Holdings. 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.
- Holdings is also the managing member of Silver Run Sponsor Manager, LLC, which is the managing member of Silver Run Sponsor. As such, each of Messrs. Leuschen and Lapeyre, Riverstone Management, Riverstone/Gower, Holdings and Silver Run Sponsor Manager, LLC may be deemed to share beneficial ownership of the securities held of record by Silver Run Sponsor. Each such person or entity disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- Holdings II is the general partner of Riverstone Energy Limited Investment Holdings, LP, which is the sole shareholder of REL IP General Partner Limited, which is the general partner of REL IP General Partner LP, which is the managing member of REL US. Each of Messrs. Leuschen and Lapeyre, Riverstone Management, Riverstone/Gower, Holdings II, Riverstone Energy Limited Investment Holdings, LP, REL IP General Partner Limited and REL IP General Partner LP may be deemed to share beneficial ownership of the securities held of record by REL US. Each such person or entity disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- Riverstone Non-ECI GP Ltd. is the sole member of Riverstone Non-ECI Cayman GP LLC, which is the general partner of Riverstone Non-ECI Partners GP (Cayman), L.P., which is the sole member of Riverstone Non-ECI USRPI AIV GP, L.L.C., which is the general partner of Riverstone Non-ECI. Riverstone Non-ECI GP Ltd. is managed by Mr. Leuschen and Mr. Lapeyre. As such, each of Messrs. Leuschen and Lapeyre, Riverstone Non-ECI GP Ltd., Riverstone Non-ECI Cayman GP LLC, Riverstone Non-ECI Partners GP (Cayman), L.P., and Riverstone Non-ECI USRPI AIV GP, L.L.C. may be deemed to share beneficial ownership of the securities held of record by Riverstone Non-ECI. Each such person or entity disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Remarks:

Due to the limitations of the electronic filing system, each of REL US Centennial Holdings, LLC; REL IP General Partner LP; REL IP General Partner Limited; Riverstone Energy Limited Investment Holdings, LP; Riverstone Holdings II (Cayman) Ltd.; Riverstone VI Centennial QB Holdings, L.P.; and Riverstone Holdings, LLC; Riverstone Management Group, L.L.C.; and Riverstone/Gower Mgmt Co Holdings, L.P. are filing a separate Form 4.

[Riverstone Non-ECI USRPI AIV, L.P. by: Riverstone Non-ECI USRPI AIV GP, L.L.C.](#) [05/21/2020](#)
[its general partner by: /s/ Peter Haskopoulos, Managing Director](#)

[Riverstone Non-ECI USRPI AIV GP, L.L.C. by: /s/ Peter Haskopoulos, Managing Director](#) [05/21/2020](#)

[Riverstone Non-ECI Partners GP \(Cayman\), L.P. by: Riverstone Non-ECI GP Cayman LLC, its general partner by: Riverstone Non-ECI GP Ltd., its sole member by: /s/ Peter Haskopoulos, Director](#) [05/21/2020](#)

[Riverstone Non-ECI GP Cayman LLC by: Riverstone Non-ECI GP Ltd., its sole](#)

member by: /s/ Peter Haskopoulos, Director
Riverstone Non-ECI GP Ltd.
by: /s/ Peter Haskopoulos, Director 05/21/2020

Riverstone Energy Partners
VI, L.P. by: Riverstone Energy
GP VI, LLC, its general
partner by: /s/ Peter Haskopoulos, Managing 05/21/2020
Director

Riverstone Energy GP VI,
LLC by: /s/ Peter Haskopoulos, Managing 05/21/2020
Director

Riverstone Energy GP VI
Corp by: /s/ Peter Haskopoulos, Vice President 05/21/2020

/s/ David M. Leuschen 05/21/2020
/s/ Pierre F. Lapeyre 05/21/2020

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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

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

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.