

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person K2 PRINCIPAL FUND, L.P.		2. Issuer Name and Ticker or Trading Symbol Rosehill Resources Inc. [ROSE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/06/2019		
2 BLOOR STREET WEST, SUITE 801			4. If Amendment, Date Original Filed(Month/Day/Year)		
(Street)					6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
TORONTO, A6 M4W 3E2					
(City)			(State)		(Zip)

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	12/06/2019		S		8,847	D	\$ 1.1108	91,904	D	
Class A Common Stock	12/09/2019		S		12,538	D	\$ 1.073	79,366	D	

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

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Warrants	\$ 11.50							05/27/2017	04/27/2022	Class A Common Stock		864,548	D	
8% Series A Cumulative Preferred Stock	(1)							(2)	(1)	Class A Common Stock		977,652	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
K2 PRINCIPAL FUND, L.P. 2 BLOOR STREET WEST SUITE 801 TORONTO, A6 M4W 3E2		X		
K2 Genpar 2017 Inc. 2 BLOOR STREET WEST, SUITE 801 TORONTO, A6 M4W 3E2		X		

Shawn Kimel Investments, Inc. 2 BLOOR STREET WEST SUITE 801 TORONTO, A6 M4W 3E2		X		
K2 & Associates Investment Management Inc. 2 BLOOR STREET WEST SUITE 801 TORONTO, A6 M4W 3E2		X		

Signatures

/s/ Daniel Gosselin, Secretary		12/09/2019
 Signature of Reporting Person		Date
/s/ Daniel Gosselin, Secretary		12/09/2019
 Signature of Reporting Person		Date
/s/ Daniel Gosselin, Vice President		12/09/2019
 Signature of Reporting Person		Date
/s/ Daniel Gosselin, President		12/09/2019
 Signature of Reporting Person		Date

Explanation of Responses:

* 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).

(1) Each share of Series A preferred stock is convertible into 86.9596 shares of Class A common stock and there is no expiration

(2) The series A preferred stock is convertible into Class A common stock anytime

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

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