

# FORM 4

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

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).

## 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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>K2 PRINCIPAL FUND, L.P.</b>		2. Issuer Name and Ticker or Trading Symbol <b>Rosehill Resources Inc. [ROSE]</b>		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) <b>12/30/2019</b>		
2 BLOOR STREET WEST, SUITE 801					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		
TORONTO, A6 M4W 3E2					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
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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			

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	864,548	D	
8% Series A Cumulative Preferred Stock	(1)							(2)	(1)	Class A Common Stock	977,652	11,243	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		
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## Signatures

/s/ Daniel Gosselin, Secretary		12/30/2019
<small>Signature of Reporting Person</small>		<small>Date</small>
/s/ Daniel Gosselin, Secretary		12/30/2019
<small>Signature of Reporting Person</small>		<small>Date</small>
/s/ Daniel Gosselin, Vice President		12/30/2019
<small>Signature of Reporting Person</small>		<small>Date</small>
/s/ Daniel Gosselin, President		12/30/2019
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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 86.9565 shares of class A common stock and there is no expiration
- (2) The Series A preferred stock is convertible into class A common stock any time

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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