

Parsley Energy, Inc.  
Form SC 13G/A  
March 10, 2015

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 2)\*

**Parsley Energy Inc.** (Name of Issuer)

**Common Stock** (Title of Class of Securities)

**701877102** (CUSIP Number)

**February 28, 2015** (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  Rule 13d-1(c)  Rule 13d-1(d)

\* The remainder of this 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 the disclosures provided in a prior cover page.

The information required in 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 Instructions).

CUSIP No.: 701877102

1 NAME OF REPORTING PERSON Boston Partners I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 98-0202744

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF 5 SOLE VOTING POWER 7,549,308  
SHARES

BENEFICIALLY 6 SHARED VOTING POWER 32,560  
OWNED BY EACH

REPORTING 7 SOLE DISPOSITIVE POWER 9,769,506  
PERSON WITH

8 SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9,769,506

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.4%

12 TYPE OF REPORTING PERSON IA

CUSIP No.: 701877102

ITEM 1(a). NAME OF ISSUER:

Parsley Energy Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

221 West 6th Street  
Suite 750 Austin, TX  
78701

ITEM 2(a). NAME OF PERSON FILING:

Boston Partners

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

One Beacon Street -  
30th Floor Boston, MA  
02108

ITEM 2(c). CITIZENSHIP:  
Delaware

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

701877102

- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:
- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
  - (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
  - (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
  - (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
  - (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
  - (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
  - (k)  Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
9,769,506
- (b) Percent of class:  
10.4%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:  
7,549,308
  - (ii) Shared power to vote or to direct the vote:  
32,560
  - (iii) Sole power to dispose or to direct the disposition of:  
9,769,506
  - (iv) Shared power to dispose or to direct the disposition of:  
0

ITEM 5.

OWNERSHIP OF  
FIVE PERCENT OR  
LESS OF A CLASS:

If this statement is being  
filed to report the fact  
that as of the date hereof  
the reporting person has  
ceased to be the  
beneficial owner of more  
than five percent of the  
class of securities, check  
the following [  ].

ITEM 6. OWNERSHIP OF  
MORE THAN FIVE  
PERCENT ON  
BEHALF OF  
ANOTHER  
PERSON:

This Schedule is being  
filed with respect to  
9,769,506 shares Parsley  
Energy Inc. (the  
Common Stock) held by  
Boston Partners on  
2/28/15 for the  
discretionary account of  
certain clients. By reason  
of rule 13d-3 under the  
act Boston Partners may  
be deemed to be a  
beneficial owner of such  
Common Stock. To the  
knowledge of Boston  
partners no person has  
the right to receive or the  
power to direct the  
receipt of dividends from  
or the proceeds from the  
sale of such Common  
Stock which represents  
more than 5% of the  
outstanding shares of the  
Common Stock referred  
to in item 4(b) hereof.

ITEM 7. IDENTIFICATION  
AND  
CLASSIFICATION  
OF THE  
SUBSIDIARY

WHICH ACQUIRED  
THE SECURITY  
BEING REPORTED  
ON BY THE  
PARENT HOLDING  
COMPANY:

Not applicable.

ITEM 8. IDENTIFICATION  
AND  
CLASSIFICATION  
OF MEMBERS OF  
THE GROUP:

Not applicable.

ITEM 9. NOTICE OF  
DISSOLUTION OF  
GROUP:

Not applicable.

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

## **SIGNATURE**

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.

March 10, 2015

Date

Boston Partners

/s/ Liana Safanov

Signature

Liana Safanov, Senior Compliance Manager

SIGNATURE

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Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

SIGNATURE