(Street)

(City)

**NEW YORK** 

NY

(State)

10154

(Zip)

FORM 3

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

					16(a) of the Securities Excha f the Investment Company Ac		f 1934				
		of Reporting Person* <u>oyalties LLC</u>	2. Date of E Requiring S (Month/Day 10/01/202	Statement //Year)	3. Issuer Name and Ticker or Trading Symbol Viper Energy Partners LP [ VNOM ]						
(Last) C/O BLAC		NE INC.			Relationship of Reportin Issuer (Check all applicable)     Director		, ,		5. If Amendment, Date of Original Filed (Month/Day/Year)		
345 PARK AVENUE  (Street)  NEW YORK  10154				Officer (give title below)	Othe	Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person  X Form filed by More than One Reporting Person			
(City)	(State	) (Zip)									
			Table I - Nor	-Deriva	tive Securities Benefi	icially (	wned				
1. Title of Se	ecurity (Ir	nstr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	Form:	nership Direct Indirect str. 5)		ature of Indire ership (Instr.		
Common Units					2,434,192		I	See Footnotes <sup>(1)(3)(4)(5)(6)(7)</sup>		(3)(4)(5)(6)(7)	
Common U	J <b>nits</b>				12,815,808		I	See	Footnotes <sup>(2)</sup>	(3)(4)(5)(6)(7)	
		(e.			re Securities Benefici ants, options, conver			s)			
1. Title of Derivative Security (Instr. 4)  2. Date Exe Expiration I (Month/Day				ate	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conve or Exe Price o	rcise	e Form:	6. Nature of Indirect Beneficial Ownership (Instr.	
			Date Exercisable	Expiration Date	on Title	Amoun or Numbe of Shares	Deriva Securi	tive	Direct (D) or Indirect (I) (Instr. 5)	5)	
		of Reporting Person* Oyalties LLC									
(Last) C/O BLAC 345 PARK	CKSTO	NE INC.	⁄liddle)								
(Street) NEW YORK NY 10154											
(City)	(	State) (2	Zip)								
		of Reporting Person* <u>Holdings LP</u>									
(Last) C/O BLAC 345 PARK	CKSTO	NE INC.	⁄liddle)								

<b></b>	<b></b>	
(Last) C/O BLACKS	(First)	(Middle)
C/O BLACKS. 345 PARK AVI		
Street)		
NEW YORK	NY	10154
(City)	(State)	(Zip)
Name and Addr	ess of Reporting P	erson*
<u>Swallowtail</u>	Royalties II	<u>LLC</u>
(Last)	(First)	(Middle)
C/O BLACKS	TONE INC.	
345 PARK AVI	ENUE	
Street)		
NEW YORK	NY	10154
(City)	(State)	(Zip)
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(Last)	(First)	(Middle)
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		, ,
345 PARK AVI	ENUE	
345 PARK AVI Street) NEW YORK	ENUE	10154
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345 PARK AVI Street) NEW YORK (City) Name and Address	NY (State) ess of Reporting P	10154 (Zip)
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Street) NEW YORK (City) Name and Addr. BX Swallow	NY (State) ess of Reporting P	10154 (Zip)
Street) NEW YORK (City) Name and Addre BX Swallow (Last)	NY  (State)  ess of Reporting Prail Royaltie  (First)	10154  (Zip) erson* es Holding LLC
Street) NEW YORK (City) Name and Addr. BX Swallow (Last) C/O BLACKS	NY  (State)  ess of Reporting Potail Royaltie  (First)  FONE INC.	10154  (Zip) erson* es Holding LLC
Street) NEW YORK (City) Name and Addre BX Swallow (Last) C/O BLACKS:	NY  (State)  ess of Reporting Potail Royaltie  (First)  FONE INC.	10154  (Zip) erson* es Holding LLC
Street)  Street)  NEW YORK  (City)  Name and Addr.  BX Swallow  (Last)  C/O BLACKS:  345 PARK AVI	NY  (State)  ess of Reporting Portail Royaltie  (First)  FONE INC.  ENUE	10154  (Zip) erson* es Holding LLC
Street) NEW YORK  (City) Name and Addre BX Swallow  (Last) C/O BLACKS 345 PARK AVI  Street) NEW YORK	NY  (State)  ess of Reporting Portail Royaltie  (First)  FONE INC.  ENUE	10154  (Zip)  erson* es Holding LLC  (Middle)
Street) NEW YORK  (City) Name and Address BX Swallow  (Last) C/O BLACKS 345 PARK AVI  Street) NEW YORK	NY  (State)  ess of Reporting Prtail Royaltie  (First)  FONE INC.  ENUE	10154  (Zip) Person* IS Holding LLC  (Middle)  10154  (Zip)
Street) NEW YORK (City) Name and Addr. (Last) C/O BLACKS: 345 PARK AVI Street) NEW YORK (City) Name and Addr. (City)	NY  (State)  ess of Reporting Prtail Royaltie  (First)  FONE INC.  ENUE  NY  (State)  ess of Reporting P	10154  (Zip) Person* IS Holding LLC  (Middle)  10154  (Zip)
Street) NEW YORK  (City)  L. Name and Addr.  BX Swallow  (Last) C/O BLACKS: 345 PARK AVI  Street) NEW YORK  (City)  L. Name and Addr.  BX Guidon	NY  (State)  ess of Reporting Prtail Royaltie  (First)  FONE INC.  ENUE  NY  (State)  ess of Reporting P	10154  (Zip) Person* IS Holding LLC  (Middle)  10154  (Zip)
Street) NEW YORK (City) Name and Addr. BX Swallow (Last) C/O BLACKS: 345 PARK AVI Street) NEW YORK (City) Name and Addr. BX Guidon (Last)	NY  (State)  ess of Reporting P  rtail Royaltie  (First)  FONE INC.  ENUE  NY  (State)  ess of Reporting P  Topco LLC  (First)	10154  (Zip)  erson* s Holding LLC  (Middle)  10154  (Zip)  erson*
Street) NEW YORK  (City)  L. Name and Address  (Last) C/O BLACKS  345 PARK AVI  Street) NEW YORK  (City)  L. Name and Address  (Last) C/O BLACKS  (City)  L. Name and Address  (Last) C/O BLACKS  (City)  CO BLACKS  (City)	(State) ess of Reporting Prail Royaltie (First) FONE INC. ENUE  NY (State) ess of Reporting Proporting Proport	10154  (Zip)  erson* s Holding LLC  (Middle)  10154  (Zip)  erson*
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BX Swallow (Last) C/O BLACKS 345 PARK AVI Street) NEW YORK (City)	(State) ess of Reporting Potail Royaltie  (First) FONE INC. ENUE  NY  (State) ess of Reporting Popo LLC  (First) FONE INC. ENUE	10154  (Zip)  erson* S Holding LLC  (Middle)  10154  (Zip)  erson*  (Middle)

L.L.C.									
(Last)	(First)	(Middle)							
C/O BLACKSTONE INC.									
345 PARK AVE	345 PARK AVENUE								
(Street)									
NEW YORK	NY	10154							
(City)	(State)	(Zip)							
Name and Address of Reporting Person*     Blackstone Energy Management     Associates II L.L.C.									
(Last)	(First)	(Middle)							
C/O BLACKSTONE INC.									
345 PARK AVENUE									
(Street)									
NEW YORK	NY	10154							
(City)	(State)	(Zip)							

#### **Explanation of Responses:**

- 1. Reflects common units representing limited partner interests ("Common Units"), of Viper Energy Partners LP (the "Issuer") directly held by Swallowtail Royalties LLC. Guidon Energy Holdings LP is the managing member of Swallowtail Royalties LLC. Guidon Energy Holdings GP LLC is the general partner of Guidon Energy Holdings LP.
- 2. Reflects Common Units directly held by Swallowtail Royalties II LLC. Swallowtail Royalties Holdings LLC is the managing member of Swallowtail Royalties II LLC. BX Swallowtail Royalties Holdings LLC is the managing member of Swallowtail Royalties Holdings LLC. BX Guidon Topco LLC is the managing member of Swallowtail Royalties Holdings LLC.
- 3. The controlling membership interests of Guidon Energy Holdings GP LLC and BX Guidon Topco LLC are held by Blackstone Management Associates VI L.L.C. and Blackstone Energy Management Associates II L.L.C. BMA VI L.L.C. is the sole member of Blackstone Management Associates VI L.L.C. Blackstone EMA II L.L.C. is the sole member of Blackstone Energy Management Associates II L.L.C. Blackstone Holdings III L.P. is the managing member of each of BMA VI L.L.C. and Blackstone EMA II L.L.C. Blackstone Holdings III GP L.P. is the general partner of Blackstone Holdings III GP Management L.L.C. is the general partner of Blackstone Holdings III GP L.P. Blackstone Inc. is the sole member of Blackstone Holdings III GP Management L.L.C.
- 4. (Continued from Footnote 3) The sole holder of the Series II preferred stock of Blackstone Inc. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
- 5. Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- 6. Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934 (the "Exchange Act"), each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose or that the Reporting Persons are subject to Section 16 of the Exchange Act.
- 7. Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 3.

#### Remarks:

On October 1, 2021, the Issuer and its subsidiary Viper Energy Partners LLC ("Viper OpCo" and, together with the Issuer, the "Buyer Parties") completed the acquisition (the "Acquisition") of certain mineral and royalty interests from Swallowtail Royalties LLC and Swallowtail Royalties II LLC (collectively, the "Seller") under the previously reported Purchase and Sale Agreement, dated as of August 6, 2021, by and between the Buyer Parties and the Seller (the "Purchase and Sale Agreement"). The total consideration for the Acquisition consisted of 15.25 million common units representing limited partnership interests in Viper and approximately \$225 million in cash. Form 1 of 2

**SWALLOWTAIL** ROYALTIES LLC, By: /s/ Jay Still, Name: Jay Still, 10/12/2021 Title: Chief Executive Officer **GUIDON ENERGY** HOLDINGS LP, By: Guidon Energy Holdings GP LLC, By: /s/ Jay Still, 10/12/2021 Name: Jay Still, Title: President and Chief **Executive Officer GUIDON ENERGY HOLDINGS GP LLC, By:** /s/ Jay Still, Name: Jay 10/12/2021 Still, Title: President and Chief Executive Officer **SWALLOWTAIL** 10/12/2021 ROYALT<u>IES II LLC, By:</u> /s/ Jay Still, Name: Jay

Still, Title: Chief **Executive Officer SWALLOWTAIL** 

**ROYALTIES HOLDINGS** 

10/12/2021 LLC, By: /s/ Jay Still,

Name: Jay Still, Title: **Chief Executive Officer** 

**BX SWALLOWTAIL** 

**ROYALTIES HOLDING** LLC, By: /s/ Angelo 10/12/2021

Acconcia, Name: Angelo

Acconcia, Title: President

**BX GUIDON TOPCO** 

LLC, By: /s/ Angelo

10/12/2021 Acconcia, Name: Angelo

Acconcia, Title: President

**BLACKSTONE** 

**MANAGEMENT** 

ASSOCIATES VI L.L.C.,

By: BMA VI L.L.C., its

10/12/2021 sole member, By: /s/ Tabea

Hsi, Name: Tabea Hsi,

Title: Authorized

**Signatory** 

**BLACKSTONE ENERGY** 

**MANAGEMENT** 

ASSOCIATES II L.L.C.,

By: Blackstone EMA II

10/12/2021 L.L.C., its sole member,

By: /s/ Tabea Hsi, Name:

Tabea Hsi, Title:

**Authorized Signatory** 

\*\* 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.