

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>BX Guidon Topco LLC</u> (Last) (First) (Middle) C/O BLACKSTONE INC. 345 PARK AVENUE (Street) NEW YORK NY 10154 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Viper Energy Partners LP [VNOM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/19/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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			
Common Units	10/19/2021		J ⁽¹⁾		2,434,192	D	\$0.00 ⁽¹⁾	0	I	See Footnotes ⁽¹⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾
Common Units	10/19/2021		J ⁽¹⁾		12,815,808	D	\$0.00 ⁽¹⁾	0	I	See Footnotes ⁽¹⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾
Common Units								15,207,227 ⁽¹⁾	I	See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾

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>BX Guidon Topco LLC</u> (Last) (First) (Middle) C/O BLACKSTONE INC. 345 PARK AVENUE (Street) NEW YORK NY 10154 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Swallowtail Royalties LLC</u> (Last) (First) (Middle) C/O BLACKSTONE INC. 345 PARK AVENUE (Street) NEW YORK NY 10154 (City) (State) (Zip)
1. Name and Address of Reporting Person*

[Guidon Energy Holdings LP](#)

(Last) (First) (Middle)

C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Guidon Energy Holdings GP LLC](#)

(Last) (First) (Middle)

C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Swallowtail Royalties II LLC](#)

(Last) (First) (Middle)

C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Swallowtail Royalties Holdings LLC](#)

(Last) (First) (Middle)

C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BX Swallowtail Royalties Holding LLC](#)

(Last) (First) (Middle)

C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Blackstone Management Associates VI L.L.C.](#)

(Last) (First) (Middle)

C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. 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)

1. Name and Address of Reporting Person*

[BMA VI 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. On October 19, 2021, Swallowtail Royalties LLC, a Delaware limited liability company, and Swallowtail Royalties II LLC, a Delaware limited liability company (together with Swallowtail Royalties LLC, the "Swallowtail Entities") distributed 2,434,192 and 12,815,808 common units ("Common Units") representing limited partner interests in Viper Energy Partners LP (the "Issuer"), respectively, for no additional consideration to certain of its members, including 15,207,227 Common Units that were distributed to BX Guidon Topco LLC, a Delaware limited liability company ("BX Guidon Topco"). Such disposition was primarily an internal reorganization and the shares are mostly still held by Blackstone entities. Following the distribution, the Swallowtail Entities no longer hold any securities of the Issuer.

2. Reflects 15,207,227 Common Units held directly by BX Guidon Topco.

3. 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. Swallowtail Royalties Holdings LLC is the managing member of Swallowtail Royalties II LLC. BX Swallowtail Royalties Holding LLC is the managing member of Swallowtail Royalties Holdings LLC. BX Guidon Topco is the managing member of BX Swallowtail Royalties Holding LLC. The controlling membership interests of Guidon Energy Holdings GP LLC and BX Guidon Topco 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.

4. (Continued from Footnote 3) Blackstone Holdings III GP L.P. is the general partner of Blackstone Holdings III L.P. Blackstone Holdings III GP Management L.L.C. is the general partner of Blackstone Holdings III GP L.P. Blackstone Inc. ("Blackstone") is the sole member of Blackstone Holdings III GP Management L.L.C. 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 securities reported herein for purposes of Section 16 of the Exchange Act or for any other purpose.

7. Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 4.

Remarks:

[SWALLOWTAIL ROYALTIES LLC](#), By: /s/ Jay Still, Name: Jay Still, Title: Chief Executive Officer, 10/21/2021

[GUIDON ENERGY HOLDINGS LP](#), By: Guidon Energy Holdings GP LLC, By: /s/ Jay Still, Name: Jay Still, Title: President and Chief Executive Officer, 10/21/2021

[GUIDON ENERGY HOLDINGS GP LLC](#), By: /s/ Jay Still, Name: Jay Still, Title: President and Chief Executive Officer, 10/21/2021

[SWALLOWTAIL ROYALTIES II LLC](#), By: /s/ Jay Still, Name: Jay Still, Title: Chief Executive Officer, 10/21/2021

[SWALLOWTAIL ROYALTIES HOLDINGS LLC](#), By: /s/ Jay Still, Name: Jay Still, Title: Chief Executive Officer, 10/21/2021

[BX SWALLOWTAIL ROYALTIES HOLDING LLC](#), By: /s/ Angelo Acconcia, Name: Angelo Acconcia, Title: President, 10/21/2021

BX GUIDON TOPCO LLC, 10/21/2021

By: /s/ Angelo Acconcia,

Name: Angelo Acconcia,

Title: President

BLACKSTONE

MANAGEMENT

ASSOCIATES VI L.L.C., By:

BMA VI L.L.C., its sole 10/21/2021

member, By: /s/ Tabea Hsi,

Name: Tabea Hsi, Title:

Authorized Signatory.

BLACKSTONE ENERGY

MANAGEMENT

ASSOCIATES II L.L.C., By:

Blackstone EMA II L.L.C., its 10/21/2021

sole member, By: /s/ Tabea

Hsi, Name: Tabea Hsi, Title:

Authorized Signatory.

BMA VI L.L.C., By: /s/ Tabea

Hsi, Name: Tabea Hsi, Title: 10/21/2021

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 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.