

**Report of Organizational Actions  
Affecting Basis of Securities**

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name VIPER ENERGY PARTNERS LP		2 Issuer's employer identification number (EIN) 46-5001985	
3 Name of contact for additional information	4 Telephone No. of contact (432) 221-7430	5 Email address of contact	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 500 WEST TEXAS AVENUE, SUITE 1200		7 City, town, or post office, state, and ZIP code of contact MIDLAND, TX 79701	
8 Date of action 11/15/2019		9 Classification and description Limited partner units treated as common stock for US federal income tax purposes	
10 CUSIP number 92763M105	11 Serial number(s)	12 Ticker symbol VNOM	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Viper Energy Partners LP ("Viper") has reasonably estimated that Viper's distribution payable on November 15, 2019, should not constitute a dividend for U.S. federal income tax purposes but rather should generally constitute a non-taxable reduction to the tax basis of each distribution recipient's ownership interest in Viper. This form 8937 is being filed to disclose Viper's reasonable estimate in this regard.

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**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ Generally, non-dividend distributions should reduce the tax basis of the shares of stock owned by the recipient(s) of the non-dividend distributions. The reduction to the tax basis of each share of stock owned should be the amount of the non-dividend distribution received. Viper has reasonably estimated that the entire amount of the distribution payable on November 15, 2019, should constitute a non-dividend distribution and that no part of the distribution should be treated as a dividend. Accordingly, each distribution recipient should generally treat the full amount of the distribution payable on November 15, 2019, as a reduction to the tax basis of the recipient's ownership interest in Viper.

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**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The reduction to the tax basis of each share of stock owned by a recipient of a non-dividend distribution should generally be the amount of the non-dividend distribution received with respect to each share. Accordingly, recipients of the Viper distribution payable on November 15, 2019, should generally reduce their tax basis in each share of Viper stock (i.e., limited partner unit) by \$0.46 per share (i.e., per unit) when the distribution is received.

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**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Section 301(c)(2)

18 Can any resulting loss be recognized? ▶ No

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The distribution discussed is payable on the date specified in 2019. For calendar year taxpayers, the tax year affected should be calendar year 2019. For taxpayers reporting on the basis of a tax year other than the calendar year, different tax periods may be impacted.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**  
 Signature ▶ \_\_\_\_\_ Date ▶ \_\_\_\_\_

<b>Paid Preparer Use Only</b>	Print your name ▶ <u>Teresa L. Dick</u>	Preparer's signature	Title ▶ <u>CFO of General Partner</u>	Check <input type="checkbox"/> if self-employed	PTIN
	Print/Type preparer's name		Date	Firm's EIN ▶	
	Firm's name ▶			Phone no.	