

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

---

**FORM 10-Q**

---

- QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE QUARTERLY PERIOD ENDED March 31, 2016  
OR**
- TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 001-36505

---

**Viper Energy Partners LP**  
(Exact Name of Registrant As Specified in Its Charter)

---

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**46-5001985**  
(IRS Employer  
Identification Number)

**500 West Texas, Suite 1200  
Midland, Texas**  
(Address of Principal Executive Offices)

**79701**  
(Zip Code)

**(432) 221-7400**  
(Registrant Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input checked="" type="checkbox"/>
Non-Accelerated Filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of April 29, 2016, 79,726,006 common limited partner units of the registrant were outstanding.

**VIPER ENERGY PARTNERS LP**  
**FORM 10-Q**  
**FOR THE QUARTER ENDED MARCH 31, 2016**  
**TABLE OF CONTENTS**

	Page
<a href="#">Glossary of Oil and Natural Gas Terms</a>	<a href="#">ii</a>
<a href="#">Glossary of Certain Other Terms</a>	<a href="#">iii</a>
<a href="#">Cautionary Statement Regarding Forward-Looking Statements</a>	<a href="#">iv</a>
<b><u>PART I. FINANCIAL INFORMATION</u></b>	
<a href="#">Item 1. Financial Statements (Unaudited)</a>	
<a href="#">Consolidated Balance Sheets</a>	<a href="#">1</a>
<a href="#">Consolidated Statement of Operations</a>	<a href="#">2</a>
<a href="#">Consolidated Statement of Unitholders' Equity and Members' Equity</a>	<a href="#">3</a>
<a href="#">Consolidated Statement of Cash Flows</a>	<a href="#">4</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">5</a>
<a href="#">Item 2. Management's Discussion and Analysis of Financial Conditions and Results of Operations</a>	<a href="#">11</a>
<a href="#">Item 3. Quantitative and Qualitative Disclosures about Market Risk</a>	<a href="#">17</a>
<a href="#">Item 4. Controls and Procedures</a>	<a href="#">18</a>
<b><u>PART II. OTHER INFORMATION</u></b>	
<a href="#">Item 1. Legal Proceedings</a>	<a href="#">18</a>
<a href="#">Item 1A. Risk Factors</a>	<a href="#">18</a>
<a href="#">Item 6. Exhibits</a>	<a href="#">19</a>
<a href="#">Signatures</a>	<a href="#">20</a>

## GLOSSARY OF OIL AND NATURAL GAS TERMS

The following is a glossary of certain oil and gas terms that are used in this Quarterly Report on Form 10-Q (this “report”):

Basin	A large depression on the earth’s surface in which sediments accumulate.
Bbl	Stock tank barrel, or 42 U.S. gallons liquid volume, used in this report in reference to crude oil or other liquid hydrocarbons.
BOE	Barrels of oil equivalent, with six thousand cubic feet of natural gas being equivalent to one barrel of oil.
BOE/d	BOE per day.
British Thermal Unit	The quantity of heat required to raise the temperature of one pound of water by one degree Fahrenheit.
Crude oil	Liquid hydrocarbons retrieved from geological structures underground to be refined into fuel sources.
Fracturing	The process of creating and preserving a fracture or system of fractures in a reservoir rock typically by injecting a fluid under pressure through a wellbore and into the targeted formation.
Gross acres or gross wells	The total acres or wells, as the case may be, in which a working interest is owned.
Mcf	Thousand cubic feet of natural gas.
Mineral interests	The interests in ownership of the resource and mineral rights, giving an owner the right to profit from the extracted resources.
MMBtu	Million British Thermal Units.
Net acres or net wells	The sum of the fractional working interest owned in gross acres.
Oil and natural gas properties	Tracts of land consisting of properties to be developed for oil and natural gas resource extraction.
Operator	The individual or company responsible for the exploration and/or production of an oil or natural gas well or lease.
Prospect	A specific geographic area which, based on supporting geological, geophysical or other data and also preliminary economic analysis using reasonably anticipated prices and costs, is deemed to have potential for the discovery of commercial hydrocarbons.
Proved reserves	The estimated quantities of oil, natural gas and natural gas liquids which geological and engineering data demonstrate with reasonable certainty to be commercially recoverable in future years from known reservoirs under existing economic and operating conditions.
Reserves	Reserves are estimated remaining quantities of oil and natural gas and related substances anticipated to be economically producible, as of a given date, by application of development projects to known accumulations. In addition, there must exist, or there must be a reasonable expectation that there will exist, the legal right to produce or a revenue interest in the production, installed means of delivering oil and natural gas or related substances to the market and all permits and financing required to implement the project. Reserves should not be assigned to adjacent reservoirs isolated by major, potentially sealing, faults until those reservoirs are penetrated and evaluated as economically producible. Reserves should not be assigned to areas that are clearly separated from a known accumulation by a non-productive reservoir (i.e., absence of reservoir, structurally low reservoir or negative test results). Such areas may contain prospective resources (i.e., potentially recoverable resources from undiscovered accumulations).
Reservoir	A porous and permeable underground formation containing a natural accumulation of producible natural gas and/or oil that is confined by impermeable rock or water barriers and is separate from other reservoirs.
Royalty interest	An interest that gives an owner the right to receive a portion of the resources or revenues without having to carry any costs of development.
Wellbore	The hole drilled by the bit that is equipped for oil or natural gas production on a completed well.
Working interest	An operating interest that gives the owner the right to drill, produce and conduct operating activities on the property and receive a share of production and requires the owner to pay a share of the costs of drilling and production operations.

## GLOSSARY OF CERTAIN OTHER TERMS

The following is a glossary of certain other terms that are used in this report:

Diamondback	Diamondback Energy, Inc., a Delaware corporation.
Exchange Act	The Securities Exchange Act of 1934, as amended.
GAAP	Accounting principles generally accepted in the United States.
General Partner	Viper Energy Partners GP LLC, a Delaware limited liability company, and the General Partner of the Partnership.
IPO	The Partnership's initial public offering.
LTIP	Viper Energy Partners LP Long Term Incentive Plan.
Partnership	Viper Energy Partners LP, a Delaware limited partnership.
Partnership agreement	The first amended and restated agreement of limited partnership, dated June 23, 2014, entered into by the General Partner and Diamondback in connection with the closing of the IPO.
Predecessor	Viper Energy Partners LLC, a Delaware limited liability company, and a wholly owned subsidiary of the Partnership.
SEC	Securities and Exchange Commission.
Securities Act	The Securities Act of 1933, as amended.
Wells Fargo	Wells Fargo Bank, National Association.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Various statements contained in this report that express a belief, expectation, or intention, or that are not statements of historical fact, are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control. All statements, other than statements of historical fact, regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this report, the words “could,” “believe,” “anticipate,” “intend,” “estimate,” “expect,” “may,” “continue,” “predict,” “potential,” “project,” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. In particular, the factors discussed in this report, including those detailed under Part II. Item 1A. Risk Factors in this report, could affect our actual results and cause our actual results to differ materially from expectations, estimates or assumptions expressed, forecasted or implied in such forward-looking statements.

Forward-looking statements may include statements about:

- our ability to execute our business strategies;
- the volatility of realized oil and natural gas prices;
- the level of production on our properties;
- regional supply and demand factors, delays or interruptions of production;
- our ability to replace our oil and natural gas reserves;
- our ability to identify, complete and integrate acquisitions of properties or businesses;
- general economic, business or industry conditions;
- competition in the oil and natural gas industry;
- the ability of our operators to obtain capital or financing needed for development and exploration operations;
- title defects in the properties in which we invest;
- uncertainties with respect to identified drilling locations and estimates of reserves;
- the availability or cost of rigs, equipment, raw materials, supplies, oilfield services or personnel;
- restrictions on the use of water;
- the availability of transportation facilities;
- the ability of our operators to comply with applicable governmental laws and regulations and to obtain permits and governmental approvals;
- federal and state legislative and regulatory initiatives relating to hydraulic fracturing;
- future operating results;
- exploration and development drilling prospects, inventories, projects and programs;
- operating hazards faced by our operators; and
- the ability of our operators to keep pace with technological advancements.

All forward-looking statements speak only as of the date of this report or, if earlier, as of the date they were made. We do not intend to, and disclaim any obligation to, update or revise any forward-looking statements unless required by securities laws. You should not place undue reliance on these forward-looking statements. These forward-looking statements are subject to a number of risks, uncertainties and assumptions. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. Although we believe that our plans, intentions and expectations reflected in or suggested by the forward-looking statements we make in this report are reasonable, we can give no assurance that these plans, intentions or expectations will be achieved or occur, and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

**Viper Energy Partners LP**  
**Consolidated Balance Sheets**  
**(Unaudited)**

	<b>March 31,</b>	<b>December 31,</b>
	<b>2016</b>	<b>2015</b>
<b>(In thousands, except unit amounts)</b>		
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 4,663	\$ 539
Restricted cash	500	500
Royalty income receivable	6,454	9,369
Other current assets	205	476
Total current assets	11,822	10,884
Property and equipment:		
Oil and natural gas interests, based on the full cost method of accounting (\$86,993 and \$85,329 excluded from depletion at March 31, 2016 and December 31, 2015, respectively)	557,088	554,992
Accumulated depletion and impairment	(105,820)	(71,659)
Oil and natural gas interests, net	451,268	483,333
Other assets		
Total assets	\$ 498,514	\$ 529,731
<b>Liabilities and Unitholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ —	\$ 1
Accounts payable—related party	—	4
Other accrued liabilities	910	82
Total current liabilities	910	87
Long-term debt		
Total liabilities	43,000	34,500
Total liabilities	43,910	34,587
Commitments and contingencies (Note 8)		
Unitholders' equity:		
Common units (79,726,006 units issued and outstanding as of both March 31, 2016 and December 31, 2015)	454,604	495,144
Total unitholders' equity	454,604	495,144
Total liabilities and unitholders' equity	\$ 498,514	\$ 529,731

See accompanying notes to consolidated financial statements.

**Viper Energy Partners LP**  
**Consolidated Statements of Operations**  
(Unaudited)

	<b>Three Months Ended March 31,</b>	
	<b>2016</b>	<b>2015</b>
	<b>(In thousands, except per unit amounts)</b>	
<b>Operating income:</b>		
Royalty income	\$ 14,086	\$ 16,545
Lease bonus	108	—
Total operating income	14,194	16,545
<b>Costs and expenses:</b>		
Production and ad valorem taxes	1,302	1,328
Gathering and transportation	86	—
Depletion	8,150	8,901
Impairment	26,011	—
General and administrative expenses	1,749	1,552
Total costs and expenses	37,298	11,781
<b>Income (loss) from operations</b>	<b>(23,104)</b>	<b>4,764</b>
<b>Other income (expense):</b>		
Interest expense	(430)	(168)
Other income	199	486
Total other income (expense), net	(231)	318
<b>Net income (loss)</b>	<b>\$ (23,335)</b>	<b>\$ 5,082</b>
<b>Net income attributable to common limited partners per unit:</b>		
Basic and Diluted	\$ (0.29)	\$ 0.06
<b>Weighted average number of limited partner units outstanding:</b>		
Basic	79,726	79,708
Diluted	79,726	79,711

See accompanying notes to consolidated financial statements.

**Viper Energy Partners LP**  
**Statement of Consolidated Unitholders' Equity**  
**(Unaudited)**

	<b>Limited Partners</b>		
	<b>Common Units</b>	<b>Common</b>	<b>Total</b>
	<b>(In thousands)</b>		
<b>Balance at December 31, 2014</b>	79,709	\$ 535,351	\$ 535,351
Unit-based compensation	—	939	939
Distribution to public	—	(2,315)	(2,315)
Distribution to Diamondback	—	(17,612)	(17,612)
Net income	—	5,082	5,082
<b>Balance at March 31, 2015</b>	<u>79,709</u>	<u>\$ 521,445</u>	<u>\$ 521,445</u>
<b>Balance at December 31, 2015</b>	79,726	\$ 495,144	\$ 495,144
Unit-based compensation	—	973	973
Distribution to public	—	(2,115)	(2,115)
Distribution to Diamondback	—	(16,063)	(16,063)
Net loss	—	(23,335)	(23,335)
<b>Balance at March 31, 2016</b>	<u>79,726</u>	<u>\$ 454,604</u>	<u>\$ 454,604</u>

See accompanying notes to consolidated financial statements.



**Viper Energy Partners LP**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

	<b>Three Months Ended March 31,</b>	
	<b>2016</b>	<b>2015</b>
	<b>(In thousands)</b>	
<b>Cash flows from operating activities:</b>		
Net income (loss)	\$ (23,335)	\$ 5,082
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depletion	8,150	8,901
Impairment	26,011	—
Amortization of debt issuance costs	92	65
Non-cash unit-based compensation	973	939
Changes in operating assets and liabilities:		
Royalty income receivable	—	1,155
Accounts receivable	2,915	—
Accounts payable—related party	(4)	(1,349)
Accounts payable and other accrued liabilities	827	(240)
Prepaid expenses and other current assets	257	—
Net cash provided by operating activities	15,886	14,553
<b>Cash flows from investing activities:</b>		
Acquisition of royalty interests	(2,082)	—
Other	—	85
Net cash provided by (used in) investing activities	(2,082)	85
<b>Cash flows from financing activities</b>		
Proceeds from borrowings under credit facility	8,500	—
Debt issuance costs	(2)	—
Distribution to partners	(18,178)	(19,927)
Net cash used in financing activities	(9,680)	(19,927)
Net (decrease) increase in cash	4,124	(5,289)
Cash and cash equivalents at beginning of period	539	15,110
Cash and cash equivalents at end of period	\$ 4,663	\$ 9,821
<b>Supplemental disclosure of cash flow information:</b>		
Interest paid, net of capitalized interest	\$ 339	\$ 103

See accompanying notes to consolidated financial statements.

**Viper Energy Partners LP**  
**Notes to Financial Statements**  
**(Unaudited)**

## **1. ORGANIZATION AND BASIS OF PRESENTATION**

### ***Organization***

Viper Energy Partners LP (the “Partnership”) is a publicly traded Delaware limited partnership, the common units of which are listed on the NASDAQ Global Market under the symbol “VNOM”. The Partnership was formed by Diamondback Energy, Inc. (“Diamondback”) on February 27, 2014 to, among other things, own, acquire and exploit oil and natural gas properties in North America. The Partnership is currently focused on oil and natural gas properties in the Permian Basin. Unless the context requires otherwise, references to “we,” “us,” “our,” or “the Partnership” are intended to mean the business and operations of Viper Energy Partners LP and its consolidated subsidiary, Viper Energy Partners LLC (the “Predecessor”).

As of March 31, 2016, Viper Energy Partners GP LLC (the “General Partner”), held a 100% non-economic general partner interest in the Partnership and Diamondback had an approximate 88% limited partner interest in the Partnership. Diamondback owns and controls the General Partner.

### ***Basis of Presentation***

The accompanying consolidated financial statements and related notes thereto were prepared in conformity with GAAP. All material intercompany balances and transactions are eliminated in consolidation.

These financial statements have been prepared by the Partnership without audit, pursuant to the rules and regulations of the SEC. They reflect all adjustments that are, in the opinion of management, necessary for a fair statement of the results for interim periods, on a basis consistent with the annual audited financial statements. All such adjustments are of a normal recurring nature. Certain information, accounting policies and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been omitted pursuant to such rules and regulations, although the Partnership believes the disclosures are adequate to make the information presented not misleading. This Quarterly Report on Form 10-Q should be read in conjunction with the Partnership’s most recent Annual Report on Form 10-K for the fiscal year ended December 31, 2015, which contains a summary of the Partnership’s significant accounting policies and other disclosures.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### ***Use of Estimates***

Certain amounts included in or affecting the Partnership’s financial statements and related disclosures must be estimated by management, requiring certain assumptions to be made with respect to values or conditions that cannot be known with certainty at the time the financial statements are prepared. These estimates and assumptions affect the amounts the Partnership reports for assets and liabilities and the Partnership’s disclosure of contingent assets and liabilities at the date of the financial statements.

The Partnership evaluates these estimates on an ongoing basis, using historical experience, consultation with experts and other methods the Partnership considers reasonable in the particular circumstances. Nevertheless, actual results may differ significantly from the Partnership’s estimates. Any effects on the Partnership’s business, financial position or results of operations resulting from revisions to these estimates are recorded in the period in which the facts that give rise to the revision become known. Significant items subject to such estimates and assumptions include estimates of proved oil and natural gas reserves and related present value estimates of future net cash flows therefrom, the carrying value of oil and natural gas properties and unit-based compensation.

### ***New Accounting Pronouncements***

In April 2015, the Financial Accounting Standards Board issued Accounting Standards Update 2015-03, “Interest-Imputation of Interest”. This update requires that debt issuance costs related to a recognized debt liability (except costs associated with revolving debt arrangements) be presented in the balance sheet as a direct deduction from that debt liability, consistent with the presentation of a debt discount, to simplify the presentation of debt issuance costs. This update is effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within fiscal years beginning after December 15, 2016. Early application was permitted for financial statements that have not previously been issued. The Partnership

**Viper Energy Partners LP**  
**Notes to Financial Statements - (Continued)**  
**(unaudited)**

retrospectively adopted this new standard effective January 1, 2016. Adoption of this update does not have a material impact on the Partnership's consolidated financial statements.

In January 2016, the Financial Accounting Standards Board issued Accounting Standards Update 2016-01, "Financial Instruments—Overall". This update applies to any entity that hold financial assets or owe financial liabilities. This update requires equity investments (except for those accounted for under the equity method or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. This update will be effective for public entities for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years, with early adoption permitted. Entities should apply the amendments by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The Partnership will be required to mark its cost method investment to fair value with the adoption of this update.

In February 2016, the Financial Accounting Standards Board issued Accounting Standards Update 2016-02, "Leases". This update applies to any entity that enters into a lease, with some specified scope exemptions. Under this update, a lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. While there were no major changes to the lessor accounting, changes were made to align key aspects with the revenue recognition guidance. This update will be effective for public entities for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted. Entities will be required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The Partnership is currently evaluating the impact that the adoption of this update will have on the Partnership's financial position, results of operations and liquidity.

In March 2016, the Financial Accounting Standards Board issued Accounting Standards Update 2016-08, "Revenue from Contracts with Customers - Principal versus Agent Considerations (Reporting Revenue Gross versus Net)". Under this update, an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This update will be effective for annual and interim reporting periods beginning after December 15, 2017, with early application not permitted. This update allows for either full retrospective adoption, meaning this update is applied to all periods presented in the financial statements, or modified retrospective adoption, meaning this update is applied only to the most current period presented. The Partnership is currently evaluating the impact, if any, that the adoption of this update will have on the Partnership's financial position, results of operations and liquidity.

In March 2016, the Financial Accounting Standards Board issued Accounting Standards Update 2016-09, "Compensation - Stock Compensation". This update applies to all entities that issue share-based payment awards to their employees. Under this update, there were several areas that were simplified including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. This update will be effective for financial statements issued for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years with early adoption permitted. The Partnership is currently evaluating the impact that the adoption of this update will have on the Partnership's financial position, results of operations and liquidity.

### 3. OIL AND NATURAL GAS INTERESTS

Oil and natural gas interests include the following:

	March 31, 2016	December 31, 2015
(in thousands)		
Oil and natural gas interests:		
Subject to depletion	\$ 470,095	\$ 469,663
Not subject to depletion-acquisition costs		
Incurred in 2016	1,664	—
Incurred in 2015	39,693	39,693
Incurred in 2014	45,636	45,636
Total not subject to depletion	86,993	85,329
Gross oil and natural gas interests	557,088	554,992
Accumulated depletion and impairment	(105,820)	(71,659)
Oil and natural gas interests, net	\$ 451,268	\$ 483,333

Costs associated with unevaluated properties are excluded from the full cost pool until a determination as to the existence of proved reserves is able to be made. The inclusion of the Partnership's unevaluated costs into the amortization base is expected to be completed within three to five years.

### 4. DEBT

#### *Credit Agreement-Wells Fargo Bank*

On July 8, 2014, the Partnership entered into a secured revolving credit agreement with Wells Fargo, as the administrative agent, sole book runner and lead arranger. The credit agreement, which was amended August 15, 2014 to add additional lenders to the lending group, provides for a revolving credit facility in the maximum amount of \$500.0 million, subject to scheduled semi-annual and other elective collateral borrowing base redeterminations based on the Partnership's oil and natural gas reserves and other factors. The borrowing base is scheduled to be re-determined semi-annually with effective dates of April 1st and October 1st. In addition, the Partnership may request up to three additional redeterminations of the borrowing base during any 12-month period. The credit agreement was further amended on May 22, 2015 to, among other things, increase the borrowing base from \$110.0 million to \$175.0 million and to provide for certain restrictions on purchasing margin stock. On November 13, 2015, the borrowing base increased from \$175.0 million to \$200.0 million. As of March 31, 2016, the borrowing base remained at \$200.0 million. The Partnership had \$43.0 million outstanding under its credit agreement as of March 31, 2016.

The outstanding borrowings under the credit agreement bear interest at a rate elected by the Partnership that is equal to an alternative base rate (which is equal to the greatest of the prime rate, the Federal Funds effective rate plus 0.50% and 3-month LIBOR plus 1.0%) or LIBOR, in each case plus the applicable margin. The applicable margin ranges from 0.50% to 1.50% in the case of the alternative base rate and from 1.50% to 2.50% in the case of LIBOR, in each case depending on the amount of the loan outstanding in relation to the borrowing base. The Partnership is obligated to pay a quarterly commitment fee ranging from 0.375% to 0.500% per year on the unused portion of the borrowing base, which fee is also dependent on the amount of the loan outstanding in relation to the borrowing base. Loan principal may be optionally repaid from time to time without premium or penalty (other than customary LIBOR breakage), and is required to be repaid (a) to the extent that the loan amount exceeds the borrowing base, whether due to a borrowing base redetermination or otherwise (in some cases subject to a cure period) and (b) at the maturity date of July 8, 2019. The loan is secured by substantially all of the assets of the Partnership and its subsidiary.

The credit agreement contains various affirmative, negative and financial maintenance covenants. These covenants, among other things, limit additional indebtedness, purchases of margin stock, additional liens, sales of assets, mergers and consolidations, dividends and distributions, transactions with affiliates and entering into certain swap agreements and require the maintenance of the financial ratios described below.

**Viper Energy Partners LP**  
**Notes to Financial Statements - (Continued)**  
**(unaudited)**

<b>Financial Covenant</b>	<b>Required Ratio</b>
Ratio of total debt to EBITDAX	Not greater than 4.0 to 1.0
Ratio of current assets to liabilities, as defined in the credit agreement	Not less than 1.0 to 1.0

The covenant prohibiting additional indebtedness allows for the issuance of unsecured debt of up to \$250.0 million in the form of senior unsecured notes and, in connection with any such issuance, the reduction of the borrowing base by 25% of the stated principal amount of each such issuance. A borrowing base reduction in connection with such issuance may require a portion of the outstanding principal of the loan to be repaid.

The lenders may accelerate all of the indebtedness under the Partnership's credit agreement upon the occurrence and during the continuance of any event of default. The Partnership's credit agreement contains customary events of default, including non-payment, breach of covenants, materially incorrect representations, cross-default, bankruptcy and change of control. There are no cure periods for events of default due to non-payment of principal and breaches of negative and financial covenants, but non-payment of interest and breaches of certain affirmative covenants are subject to customary cure periods.

## 5. RELATED PARTY TRANSACTIONS

### *Partnership Agreement*

In connection with the closing of the IPO, the General Partner and Diamondback entered into the first amended and restated agreement of limited partnership, dated June 23, 2014 (the "Partnership Agreement"). The Partnership Agreement requires the Partnership to reimburse the General Partner for all direct and indirect expenses incurred or paid on the Partnership's behalf and all other expenses allocable to the Partnership or otherwise incurred by the General Partner in connection with operating the Partnership's business. The Partnership Agreement does not set a limit on the amount of expenses for which the General Partner and its affiliates may be reimbursed. These expenses include salary, bonus, incentive compensation and other amounts paid to persons who perform services for the Partnership or on the Partnership's behalf and expenses allocated to the General Partner by its affiliates. The General Partner is entitled to determine the expenses that are allocable to the Partnership. For both the three months ended March 31, 2016 and 2015, no expenses were allocated to the Partnership by the General Partner.

### *Advisory Services Agreement*

In connection with the closing of the IPO, the Partnership and General Partner entered into an advisory services agreement with Wexford Capital LP ("Wexford") dated as of June 23, 2014 (the "Advisory Services Agreement"), under which Wexford provides the Partnership and the General Partner with general financial and strategic advisory services related to the Partnership's business in return for an annual fee of \$0.5 million, plus reasonable out-of-pocket expenses. The Advisory Services Agreement has an initial term of two years commencing on June 23, 2014, and continues for additional one-year periods unless terminated in writing by either party at least ten days prior to the expiration of the then current term. It may be terminated at any time by either party upon 30 days prior written notice. In the event the Partnership terminates the Advisory Services Agreement, the Partnership is obligated to pay all amounts due through the remaining term. In addition, the Partnership has agreed to pay Wexford to-be-negotiated market-based fees approved by the conflict committee of the board of directors of the General Partner for such services as may be provided by Wexford at the Partnership's request in connection with future acquisitions and divestitures, financings or other transactions in which the Partnership may be involved. The services provided by Wexford under the Advisory Services Agreement do not extend to the Partnership's day-to-day business or operations. The Partnership has agreed to indemnify Wexford and its affiliates from any and all losses arising out of or in connection with the Advisory Services Agreement except for losses resulting from Wexford's or its affiliates' gross negligence or willful misconduct. For the three months ended March 31, 2016 and 2015, the Partnership paid costs of less than \$0.1 million and \$0.1 million, respectively, under the Advisory Services Agreement.

### *Tax Sharing*

In connection with the closing of the IPO, the Partnership entered into a tax sharing agreement with Diamondback, dated June 23, 2014, pursuant to which the Partnership agreed to reimburse Diamondback for its share of state and local income and other taxes for which the Partnership's results are included in a combined or consolidated tax return filed by Diamondback with respect to taxable periods including or beginning on June 23, 2014. The amount of any such reimbursement is limited to the tax the Partnership would have paid had it not been included in a combined group with Diamondback. Diamondback may use its tax attributes to cause its combined or consolidated group, of which the Partnership may be a member for this purpose, to owe less or no tax. In such a situation, the Partnership agreed to reimburse Diamondback for the tax the Partnership would have owed had the

**Viper Energy Partners LP**  
**Notes to Financial Statements - (Continued)**  
**(unaudited)**

tax attributes not been available or used for the Partnership's benefit, even though Diamondback had no cash tax expense for that period.

**Lease Bonus**

During the three months ended March 31, 2016, Diamondback paid the Partnership \$0.1 million in lease bonus payments under one lease to extend the term of the lease, reflecting an average bonus of \$2,500 per acre.

**6. PARTNERS' CAPITAL AND PARTNERSHIP DISTRIBUTIONS**

The Partnership has general partner and common unit partnership interests. The general partner interest is a non-economic interest and is not entitled to any cash distributions.

At March 31, 2016, the Partnership had a total of 79,726,006 common units issued and outstanding, of which 70,450,000 common units were owned by Diamondback, representing approximately 88% of the total Partnership common units outstanding.

The following table summarizes changes in the number of the Partnership's common units:

	<b>Common Units</b>
Balance at December 31, 2015	79,726,006
Common units vested and issued under the LTIP	—
Balance at March 31, 2016	79,726,006

The board of directors of the General Partner has adopted a policy for the Partnership to distribute all available cash generated on a quarterly basis, beginning with the quarter ended September 30, 2014.

On February 12, 2016, the board of directors of the General Partner approved a cash distribution for the fourth quarter of 2015 of \$0.228 per common unit, payable on February 26, 2016, to unitholders of record at the close of business on February 19, 2016.

Cash distributions will be made to the common unitholders of record on the applicable record date, generally within 60 days after the end of each quarter. Available cash for each quarter will be determined by the board of directors of the General Partner following the end of such quarter. Available cash for each quarter will generally equal Adjusted EBITDA reduced for cash needed for debt service and other contractual obligations and fixed charges and reserves for future operating or capital needs that the board of directors of the General Partner deems necessary or appropriate, if any.

**7. EARNINGS PER UNIT**

The net income per common unit on the consolidated statements of operations is based on the net income of the Partnership for the three months ended March 31, 2016 and 2015, since this is the amount of net income that is attributable to the Partnership's common units.

The Partnership's net income is allocated wholly to the common units as the General Partner does not have an economic interest. Payments made to the Partnership's unitholders are determined in relation to the cash distribution policy described in Note 6—Partners' Capital and Partnership Distributions.

Basic net income per common unit is calculated by dividing net income by the weighted-average number of common units outstanding during the period. Diluted net income per common unit gives effect, when applicable, to unvested common units granted under the LTIP.

**Viper Energy Partners LP**  
**Notes to Financial Statements - (Continued)**  
**(unaudited)**

	<b>Three Months Ended March 31,</b>	
	<b>2016</b>	<b>2015</b>
	<b>(In thousands, except per unit amounts)</b>	
Net income attributable to the period	\$(23,335)	\$5,082
Net income per common unit, basic	\$(0.29)	\$0.06
Net income per common unit, diluted	\$(0.29)	\$0.06
Weighted-average common units outstanding, basic	79,726	79,708
Weighted-average common units outstanding, diluted	79,726	79,711

For the three months ended March 31, 2016, there were 2,134,291 shares that were not included in the computation of diluted earnings per share because their inclusion would have been anti-dilutive for the periods presented but could potentially dilute basic earnings per share in future periods.

## **8. COMMITMENTS AND CONTINGENCIES**

The Partnership could be subject to various possible loss contingencies which arise primarily from interpretation of federal and state laws and regulations affecting the natural gas and crude oil industry. Such contingencies include differing interpretations as to the prices at which natural gas and crude oil sales may be made, the prices at which royalty owners may be paid for production from their leases, environmental issues and other matters. Management believes it has complied with the various laws and regulations, administrative rulings and interpretations.

### ***Litigation***

The Partnership filed an action in October 2014 to recover \$0.5 million held in escrow in connection with a purchase and sale agreement. The escrow agent interpleaded the funds, and the other parties to the agreement have filed a counterclaim to recover the escrow. Both sides also seek recovery of their attorneys' fees. The case is expected to be scheduled for trial in the third quarter of 2016. It is not possible to predict the outcome with reasonable certainty, but the Partnership does not believe that an adverse outcome would have a material adverse effect on the Partnership's financial statements and has not included a loss contingency reserve for this matter.

## **9. SUBSEQUENT EVENTS**

### ***Cash Distribution***

On May 2, 2016, the board of directors of the General Partner approved a cash distribution for the first quarter of 2016 of \$0.149 per common unit, payable on May 23, 2016, to unitholders of record at the close of business on May 16, 2016.

### ***Credit Facility***

In connection with the Partnership's spring 2016 redetermination, the agent lender under the credit agreement has recommended that the Partnership's borrowing base be reduced to \$175.0 million due to a decline in pricing. This reduction is subject to the approval of the required other lenders.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis should be read in conjunction with our unaudited consolidated financial statements and notes thereto presented in this report as well as our audited financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2015. The following discussion contains "forward-looking statements" that reflect our future plans, estimates, beliefs, and expected performance. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors. See "Part II. Item 1A. Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements."*

### Overview

We are a publicly traded Delaware limited partnership formed by Diamondback on February 27, 2014 to, among other things, own, acquire and exploit oil and natural gas properties in North America. The Partnership is currently focused on oil and natural gas properties in the Permian Basin. As of March 31, 2016, our general partner held a 100% non-economic general partner interest in us, and Diamondback had an approximate 88% limited partner interest in us. Diamondback also owns and controls our general partner.

We operate in one reportable segment engaged in the acquisition of oil and natural gas properties. Our assets consist primarily of producing oil and natural gas properties principally located in the Permian Basin of West Texas.

### Sources of Our Income

Our income is derived from royalty payments we receive from our operators based on the sale of oil and natural gas production, as well as the sale of natural gas liquids that are extracted from natural gas during processing. Royalty payments may vary significantly from period to period as a result of commodity prices, production mix and volumes of production sold by our operators. For the three months ended March 31, 2016, our royalty income was derived 92% from oil sales, 4% from natural gas liquid sales and 4% from natural gas sales and for the three months ended March 31, 2015, our royalty income was derived 94% from oil sales, 3% from natural gas liquid sales and 3% from natural gas sales. As a result, our income is more sensitive to fluctuations in oil prices than is it to fluctuations in natural gas liquids or natural gas prices. Our income may vary significantly from period to period as a result of changes in volumes of production sold or changes in commodity prices. Oil, natural gas liquids and natural gas prices have historically been volatile.

During 2015, West Texas Intermediate posted prices ranged from \$34.55 to \$61.36 per Bbl and the Henry Hub spot market price of natural gas ranged from \$1.63 to \$3.32 per MMBtu. On March 31, 2016, the West Texas Intermediate posted price for crude oil was \$36.94 per Bbl and the Henry Hub spot market price of natural gas was \$1.98 per MMBtu. Lower prices may not only decrease our income, but also potentially the amount of oil and natural gas that our operators can produce economically. Lower oil and natural gas prices may also result in a reduction in the borrowing base under our credit agreement, which may be determined at the discretion of our lenders.

As a result of the significant decline in commodity prices, which resulted in a reduction of the discounted present value of our proved oil and natural gas reserves, we recorded a non-cash ceiling test impairment for the three months ended March 31, 2016 of \$26.0 million.

Although commodity prices improved at the end of the first quarter 2016, they remain volatile. If prices remain at or below the current low levels, subject to numerous factors and inherent limitations, we will incur an additional non-cash full cost impairment in the second quarter of 2016, which will have an adverse effect on our results of operations.

### Production and Operational Update

Our first quarter 2016 production was 6,161 BOE/d, up 27% from 4,844 BOE/d in the first quarter of 2015.

During the first quarter of 2016, the operators of our Spanish Trail mineral interests brought online two gross horizontal wells, consisting of one Lower Spraberry and one Wolfcamp A completion. The operators of our Spanish Trail acreage have built an inventory of over 20 drilled but uncompleted wells as a result of low commodity prices during the first quarter of 2016.

While completion activity on our Spanish Trail mineral interest acreage slowed significantly during the first quarter of 2016, we expect that our operators will return to active development of this acreage in the second half of 2016 in the event oil



prices continue to strengthen. Further, we intend to continue to pursue accretive acquisitions of royalty interests in oil-weighted basins under active development.

## **Principal Components of Our Cost Structure**

### ***Production and Ad Valorem Taxes***

Production taxes are paid on produced oil and natural gas based on a percentage of revenues from products sold at fixed rates established by federal, state or local taxing authorities. Where available, we benefit from tax credits and exemptions in our various taxing jurisdictions. We are also subject to ad valorem taxes in the counties where our production is located. Ad valorem taxes are generally based on the valuation of our oil and gas properties.

### ***General and Administrative***

In connection with the closing of the IPO, our general partner and Diamondback entered into the first amended and restated agreement of limited partnership, dated as of June 23, 2014. The partnership agreement requires us to reimburse our general partner for all direct and indirect expenses incurred or paid on our behalf and all other expenses allocable to us or otherwise incurred by our general partner in connection with operating our business. The partnership agreement does not set a limit on the amount of expenses for which our general partner and its affiliates may be reimbursed. These expenses include salary, bonus, incentive compensation and other amounts paid to persons who perform services for us or on our behalf and expenses allocated to our general partner by its affiliates. Our general partner is entitled to determine the expenses that are allocable to us.

In connection with the closing of the IPO, we and our general partner entered into an advisory services agreement with Wexford, pursuant to which Wexford provides general financial and strategic advisory services to us and our general partner in exchange for a \$0.5 million annual fee and certain expense reimbursement.

### ***Depreciation, Depletion and Amortization***

Under the full cost accounting method, we capitalize costs within a cost center and then systematically expense those costs on a units of production basis based on proved oil and natural gas reserve quantities. We calculate depletion on all capitalized costs, other than the cost of investments in unproved properties and major development projects for which proved reserves cannot yet be assigned, less accumulated amortization.

### ***Income Tax Expense***

We are organized as a pass-through entity for income tax purposes. As a result, our partners are responsible for federal income taxes on their share of our taxable income.

We are subject to the Texas margin tax. Any amounts related to operations for the period in 2014 prior to the closing of the IPO on June 23, 2014 will be included in Diamondback's unitary filing for this tax. Diamondback does not expect any Texas margin tax to be due for the three months ended March 31, 2016 or 2015.

## Results of Operations

The following table summarizes our revenue and expenses and production data for the periods indicated.

	<b>Three Months Ended March 31,</b>	
	<b>2016</b>	<b>2015</b>
	<b>(unaudited, in thousands, except production data)</b>	
<b>Operating Results:</b>		
Operating income:		
Royalty income	\$ 14,086	\$ 16,545
Lease bonus	108	—
<b>Total operating income</b>	<b>14,194</b>	<b>16,545</b>
Costs and expenses:		
Production and ad valorem taxes	1,302	1,328
Gathering and transportation	86	—
Depletion	8,150	8,901
Impairment	26,011	—
General and administrative expenses	1,749	1,552
<b>Total costs and expenses</b>	<b>37,298</b>	<b>11,781</b>
<b>Income (loss) from operations</b>	<b>(23,104)</b>	<b>4,764</b>
Other income (expense)		
Interest expense	(430)	(168)
Other income	199	486
<b>Total other income (expense), net</b>	<b>(231)</b>	<b>318</b>
<b>Net income (loss)</b>	<b>\$ (23,335)</b>	<b>\$ 5,082</b>
<b>Production Data:</b>		
Oil (Bbls)	433,541	351,367
Natural gas (Mcf)	348,283	219,652
Natural gas liquids (Bbls)	69,103	48,000
<b>Combined volumes (BOE)</b>	<b>560,691</b>	<b>435,975</b>
Daily combined volumes (BOE/d)	6,161	4,844
<b>% Oil</b>	<b>77%</b>	<b>81%</b>

### *Comparison of the Three Months Ended March 31, 2016 and 2015*

#### **Royalty Income**

Our royalty income for the three months ended March 31, 2016 and 2015 was \$14.1 million and \$16.5 million, respectively.

Our income is a function of oil, natural gas liquids and natural gas production volumes sold and average prices received for those volumes. Our operators received an average of \$29.81 per Bbl of oil, \$7.93 per Bbl of natural gas liquids and \$1.76 per Mcf of natural gas for the volumes sold for the three months ended March 31, 2016. Our operators received an average of \$44.21 per Bbl of oil, \$9.24 per Bbl of natural gas liquids and \$2.59 per Mcf of natural gas for the volumes sold for the three months ended March 31, 2015. The decrease in average prices received during the three months ended March 31, 2016 was partially offset by a 28.6% increase in combined volumes sold by our operators as compared to the three months ended March 31, 2015.

	<u>Change in prices</u>	<u>Production volumes<sup>(1)</sup></u>	<u>Total net dollar effect of change</u>
			<u>(in thousands)</u>
<b>Effect of changes in price:</b>			
Oil	\$ (14.40)	433,541	\$ (6,242)
Natural gas liquids	(1.31)	69,103	(91)
Natural gas	(0.83)	348,283	(289)
<b>Total income due to change in price</b>			<b>\$ (6,622)</b>

	<u>Change in production volumes<sup>(1)</sup></u>	<u>Prior period average prices</u>	<u>Total net dollar effect of change</u>
			<u>(in thousands)</u>
<b>Effect of changes in production volumes:</b>			
Oil	82,174	\$ 44.21	\$ 3,635
Natural gas liquids	21,103	9.24	195
Natural gas	128,631	2.59	333
<b>Total income due to change in production volumes</b>			<b>4,163</b>
<b>Total change in income</b>			<b>\$ (2,459)</b>

(1) Production volumes are presented in Bbls for oil and natural gas liquids and Mcf for natural gas

### ***Impairment***

During the three months ended March 31, 2016, we recorded an impairment of oil and gas properties of \$26.0 million as a result of the significant decline in commodity prices, which resulted in a reduction of the discounted present value of our proved oil and natural gas reserves.

### ***General and Administrative Expenses***

The general and administrative expenses primarily reflect costs associated with us being a publicly traded limited partnership, unit-based compensation, the amounts reimbursed to our general partner under our partnership agreement and amounts incurred under our advisory services agreement. For the three months ended March 31, 2016 and 2015, we incurred general and administrative expenses of \$1.7 million and \$1.6 million, respectively.

### ***Net Interest Expense***

The net interest expense for the three months ended March 31, 2016 and 2015 reflects the interest incurred under our credit agreement. Net interest expense for the three months ended March 31, 2016 and 2015 was \$0.4 million and \$0.2 million, respectively.

### ***Adjusted EBITDA***

Adjusted EBITDA is used as a supplemental non-GAAP financial measure by management and external users of our financial statements, such as industry analysts, investors, lenders and rating agencies. We believe Adjusted EBITDA is useful because it allows us to more effectively evaluate our operating performance and compare the results of our operations period to period without regard to our financing methods or capital structure. In addition, management uses Adjusted EBITDA to evaluate cash flow available to pay distributions to our unitholders.

We define Adjusted EBITDA as net income (loss) plus interest expense, non-cash unit-based compensation, depletion expense and impairment expense. Adjusted EBITDA is not a measure of the income (loss) as determined by GAAP. We exclude the items listed above from net income (loss) in arriving at Adjusted EBITDA because these amounts can vary substantially from company to company within our industry depending upon accounting methods and book values of assets, capital structures and the method by which the assets were acquired. Certain items excluded from Adjusted EBITDA are significant components in

understanding and assessing a company's financial performance, such as a company's cost of capital and tax structure, as well as historic costs of depreciable assets, none of which are components of Adjusted EBITDA.

Adjusted EBITDA should not be considered an alternative to net income, royalty income, cash flow from operating activities or any other measure of financial performance or liquidity presented in accordance with GAAP. Our computations of Adjusted EBITDA may not be comparable to other similarly titled measures of other companies.

The following table presents a reconciliation of Adjusted EBITDA to net income, our most directly comparable GAAP financial measure for the periods indicated.

	<b>Three Months Ended March 31,</b>	
	<b>2016</b>	<b>2015</b>
	<b>(In thousands)</b>	
Net income (loss)	\$ (23,335)	\$ 5,082
Interest expense	430	168
Non-cash unit-based compensation expense	973	939
Depletion	8,150	8,901
Impairment	26,011	—
Adjusted EBITDA	<u>\$ 12,229</u>	<u>\$ 15,090</u>

## Liquidity and Capital Resources

### Overview

Our primary sources of liquidity have been cash flows from operations, equity offerings and borrowings under our credit agreement, and our primary uses of cash have been, and are expected to continue to be, to pay distributions to our unitholders and for replacement and growth capital expenditures, including the acquisition of oil and natural gas properties. Our ability to generate cash is subject to a number of factors, some of which are beyond our control, including commodity prices and general economic, financial, competitive, legislative, regulatory and other factors, including weather.

Our partnership agreement does not require us to distribute any of the cash we generate from operations. We believe, however, that it is in the best interests of our unitholders if we distribute a substantial portion of the cash we generate from operations. The board of directors of our general partner has adopted a policy to distribute an amount equal to the available cash we generate each quarter to our unitholders.

On May 2, 2016, the board of directors of the General Partner approved a cash distribution for the first quarter of 2016 of \$0.149 per common unit, payable on May 23, 2016, to unitholders of record at the close of business on May 16, 2016.

Cash distributions will be made to the common unitholders of record on the applicable record date, generally within 60 days after the end of each quarter. Available cash for each quarter will be determined by the board of directors of our general partner following the end of such quarter. Available cash for each quarter will generally equal Adjusted EBITDA reduced for cash needed for debt service and other contractual obligations and fixed charges and reserves for future operating or capital needs that the board of directors of our general partner deems necessary or appropriate, if any.

### Our Credit Agreement

On July 8, 2014, we entered into a \$500.0 million secured revolving credit agreement with Wells Fargo as the administrative agent, sole book runner and lead arranger. The credit agreement, which was amended August 15, 2014 to add additional lenders to the lending group, matures on July 8, 2019. The credit agreement was further amended on May 22, 2015 to, among other things, increase the borrowing base from \$110.0 million to \$175.0 million and to provide for certain restrictions on purchasing margin stock. On November 13, 2015, the borrowing base was increased from \$175.0 million to \$200.0 million. As of March 31, 2016, the borrowing base was set at \$200.0 million and we had \$43.0 million in outstanding borrowings under the credit agreement, with a weighted average interest rate of 1.94%. In connection with our spring 2016 redetermination, the agent lender under the credit agreement has recommended that our borrowing base be reduced to \$175.0 million due to a decline in pricing. This reduction is subject to the approval of the required other lenders.

The outstanding borrowings under the credit agreement bear interest at a rate elected by us that is equal to an alternative base rate (which is equal to the greatest of the prime rate, the Federal Funds effective rate plus 0.5% and 3-month LIBOR plus 1.0%) or LIBOR, in each case plus the applicable margin. The applicable margin ranges from 0.5% to 1.50% in the case of the alternative base rate and from 1.50% to 2.50% in the case of LIBOR, in each case depending on the amount of the loan outstanding in relation to the borrowing base. We are obligated to pay a quarterly commitment fee ranging from 0.375% to 0.500% per year on the unused portion of the borrowing base, which fee is also dependent on the amount of the loan outstanding in relation to the borrowing base. Loan principal may be optionally repaid from time to time without premium or penalty (other than customary LIBOR breakage), and is required to be repaid (a) to the extent that the loan amount exceeds the borrowing base, whether due to a borrowing base redetermination or otherwise (in some cases subject to a cure period) and (b) at the maturity date of July 8, 2019. The loan is secured by substantially all of our assets and our subsidiaries' assets.

The credit agreement contains various affirmative, negative and financial maintenance covenants. These covenants, among other things, limit additional indebtedness, purchases of margin stock, additional liens, sales of assets, mergers and consolidations, dividends and distributions, transactions with affiliates and entering into certain swap agreements and require the maintenance of the financial ratios described below.

<b>Financial Covenant</b>	<b>Required Ratio</b>
Ratio of total debt to EBITDAX	Not greater than 4.0 to 1.0
Ratio of current assets to liabilities, as defined in the credit agreement	Not less than 1.0 to 1.0

The covenant prohibiting additional indebtedness allows for the issuance of unsecured debt of up to \$250.0 million in the form of senior unsecured notes and, in connection with any such issuance, the reduction of the borrowing base by 25% of the stated principal amount of each such issuance. A borrowing base reduction in connection with such issuance may require a portion of the outstanding principal of the loan to be repaid.

The lenders may accelerate all of the indebtedness under the credit agreement upon the occurrence and during the continuance of any event of default. The credit agreement contains customary events of default, including non-payment, breach of covenants, materially incorrect representations, cross-default, bankruptcy and change of control. There are no cure periods for events of default due to non-payment of principal and breaches of negative and financial covenants, but non-payment of interest and breaches of certain affirmative covenants are subject to customary cure periods.

### **Cash Flows**

The following table presents our cash flows for the period indicated.

	<b>Three Months Ended March 31,</b>	
	<b>2016</b>	<b>2015</b>
	<b>(in thousands)</b>	
<b>Cash Flow Data:</b>		
Net cash flows provided by operating activities	\$ 15,886	\$ 14,553
Net cash flows (used in) provided by investing activities	(2,082)	85
Net cash flows used in financing activities	(9,680)	(19,927)
Net increase (decrease) in cash	<u>\$ 4,124</u>	<u>\$ (5,289)</u>

### *Operating Activities*

Our operating cash flow is sensitive to many variables, the most significant of which are the volatility of prices for oil and natural gas and the volume of oil and natural gas sold by our producers. Prices for these commodities are determined primarily by prevailing market conditions. Regional and worldwide economic activity, weather and other substantially variable factors influence market conditions for these products. These factors are beyond our control and are difficult to predict.

### *Investing Activities*

Net cash used in investing activities was \$2.1 million during the three months ended March 31, 2016 related to acquisitions of royalty interests.

### *Financing Activities*

Net cash used in financing activities was \$9.7 million and \$19.9 million during the three months ended March 31, 2016 and 2015, respectively, primarily related to our distributions to our unitholders for our fourth quarter 2015 and 2014 distributions, after giving effect to \$8.5 million of proceeds from borrowings under our credit facility for the three months ended March 31, 2016.

### **Contractual Obligations**

There were no material changes in our contractual obligations and other commitments, as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015.

### **Critical Accounting Policies**

There have been no changes to our critical accounting policies from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015.

### **Off-Balance Sheet Arrangements**

We currently have no off-balance sheet arrangements.

## **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to market risk, including the effects of adverse changes in commodity prices and interest rates as described below. The primary objective of the following information is to provide quantitative and qualitative information about our potential exposure to market risks. The term “market risk” refers to the risk of loss arising from adverse changes in oil and natural gas prices and interest rates. The disclosures are not meant to be precise indicators of expected future losses, but rather indicators of reasonably possible losses.

### ***Commodity Price Risk***

Our major market risk exposure is in the pricing applicable to the oil and natural gas production of our operators. Realized pricing is primarily driven by the prevailing worldwide price for crude oil and spot market prices applicable to our natural gas production. Pricing for oil and natural gas production has been volatile and unpredictable, particularly during the past two years, and we expect this volatility to continue in the future. The prices that our operators receive for production depend on many factors outside of our or their control.

### ***Credit Risk***

We are subject to risk resulting from the concentration of royalty income in producing oil and natural gas properties and receivables with several significant purchasers. For the three months ended March 31, 2016, two purchasers accounted for more than 10% of our royalty income: Shell Trading (US) Company (73%) and RSP Permian LLC (18%). For the three months ended March 31, 2015, two purchasers accounted for more than 10% of our royalty income: Shell Trading (US) Company (78%) and RSP Permian LLC (15%). We do not require collateral and do not believe the loss of any single purchaser would materially impact our operating results, as crude oil and natural gas are fungible products with well-established markets and numerous purchasers.

### ***Interest Rate Risk***

We are subject to market risk exposure related to changes in interest rates on our indebtedness under our credit agreement. The terms of our credit agreement provide for interest on borrowings at a floating rate equal to an alternative base rate (which is equal to the greatest of the prime rate, the Federal Funds effective rate plus 0.5% and 3-month LIBOR plus 1.0%) or LIBOR, in each case plus the applicable margin. The applicable margin ranges from 0.50% to 1.50% in the case of the alternative base rate and from 1.50% to 2.50% in the case of LIBOR, in each case depending on the amount of the loan outstanding in relation to the borrowing base. We entered into this credit agreement on July 8, 2014, and as of March 31, 2016, we had \$43.0 million in outstanding borrowings with a weighted average rate of 1.94%. An increase or decrease of 1% in the interest rate would have a corresponding decrease or increase in our interest expense of approximately \$0.4 million based on the \$43.0 million outstanding in the aggregate under our credit agreement on March 31, 2016.

## **ITEM 4. CONTROLS AND PROCEDURES**

*Evaluation of Disclosure Control and Procedures.* Under the direction of the Chief Executive Officer and Chief Financial Officer of our general partner, we have established disclosure controls and procedures, as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. The disclosure controls and procedures are also intended to ensure that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer of our general partner, as appropriate to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

As of March 31, 2016, an evaluation was performed under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer of our general partner, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(b) under the Exchange Act. Based upon the evaluation, the Chief Executive Officer and Chief Financial Officer of our general partner have concluded that as of March 31, 2016, our disclosure controls and procedures are effective.

*Changes in Internal Control over Financial Reporting.* There have not been any changes in our internal control over financial reporting that occurred during the quarter ended March 31, 2016 that have materially affected, or are reasonably likely to materially affect, internal controls over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

Due to the nature of our business, we are, from time to time, involved in routine litigation or subject to disputes or claims related to our business activities. In the opinion of our management, none of the pending litigation, disputes or claims against us, if decided adversely, will have a material adverse effect on our financial condition, cash flows or results of operations. See Note 8. "Commitments and Contingencies—Litigation" to our financial statements.

### **ITEM 1A. RISK FACTORS**

Our business faces many risks. Any of the risks discussed in this report and our other SEC filings could have a material impact on our business, financial position or results of operations. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also materially impair our business operations, financial condition or future results.

In addition to the information set forth in this report, you should carefully consider the risk factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2015 and in subsequent filings we make with the SEC. There have been no material changes in our risk factors from those described in our Annual Report on Form 10-K for the year ended December 31, 2015.

**ITEM 6. EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Certificate of Limited Partnership of Viper Energy Partners LP (Incorporated by reference to Exhibit 3.1 of the Partnership's Registration Statement on Form S-1 (File No. 333-195769) filed on May 7, 2014).
3.2	First Amended and Restated Agreement of Limited Partnership of Viper Energy Partners LP (Incorporated by reference to Exhibit 3.1 of the Partnership's Current Report on Form 8-K (File No. 001-36505) filed on June 23, 2014).
4.1	Registration Rights Agreement, dated June 23, 2014, by and among Viper Energy Partners LP and Diamondback Energy, Inc. (Incorporated by reference to Exhibit 4.1 of the Partnership's Current Report on Form 8-K (File No. 001-36505) filed on June 23, 2014).
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
32.1**	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b) promulgated under the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code.
101.INS*	XBRL Instance Document.
101.SCH*	XBRL Taxonomy Extension Schema Document.
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.

\* Filed herewith.

\*\* The certifications attached as Exhibit 32.1 accompany this Quarterly Report on Form 10-Q pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed "filed" by the Registrant for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.



**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**VIPER ENERGY PARTNERS LP**

By: VIPER ENERGY PARTNERS GP LLC  
its General Partner

Date: May 5, 2016

By: /s/ Travis D. Stice  
\_\_\_\_\_  
Travis D. Stice  
Chief Executive Officer

Date: May 5, 2016

By: /s/ Teresa L. Dick  
\_\_\_\_\_  
Teresa L. Dick  
Chief Financial Officer

## CERTIFICATION

I, Travis D. Stice, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Viper Energy Partners LP (the “registrant”).
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 5, 2016

/s/ Travis D. Stice

---

Travis D. Stice

Chief Executive Officer

Viper Energy Partners GP LLC

(as general partner of Viper Energy Partners LP)

## CERTIFICATION

I, Teresa L. Dick, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Viper Energy Partners LP (the “registrant”).
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 5, 2016

/s/ Teresa L. Dick

---

Teresa L. Dick

Chief Financial Officer

Viper Energy Partners GP LLC

(as general partner of Viper Energy Partners LP)

## CERTIFICATION OF PERIOD REPORT

In connection with the Quarterly Report on Form 10-Q of Viper Energy Partners LP (the "Partnership"), as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Travis D. Stice, Chief Executive Officer of Viper Energy Partners GP LLC, the general partner of Viper Energy Partners LP, and Teresa L. Dick, Chief Financial Officer of Viper Energy Partners GP LLC, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to their knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

Date: May 5, 2016

/s/ Travis D. Stice

---

Travis D. Stice

Chief Executive Officer

Viper Energy Partners GP LLC

(as general partner of Viper Energy Partners LP)

Date: May 5, 2016

/s/ Teresa L. Dick

---

Teresa L. Dick

Chief Financial Officer

Viper Energy Partners GP LLC

(as general partner of Viper Energy Partners LP)