

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) <u>C/O BLACKSTONE INC.</u> <u>345 PARK AVENUE</u>  (Street) <u>NEW YORK NY 10154</u>  (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) <u>10/26/2022</u>	
	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	10/26/2022		s		85,000	D	\$33.6853 <sup>(1)</sup>	83,846	I	See Footnotes <sup>(2)(4)(5)</sup> (6)(7)(8)
Common Units	10/27/2022		s		59,399	D	\$33.6065 <sup>(9)</sup>	24,447	I	See Footnotes <sup>(2)(4)(5)</sup> (6)(7)(8)
Common Units	10/27/2022		s		6,601	D	\$34.1147 <sup>(10)</sup>	17,846	I	See Footnotes <sup>(2)(4)(5)</sup> (6)(7)(8)
Common Units								11,300,000	I	See Footnotes <sup>(3)(4)(5)</sup> (6)(7)(8)

**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\*  
BX Guidon Topco 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*		
<a href="#">Blackstone Energy Management Associates II L.L.C.</a>		
(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*		
<a href="#">BMA VI L.L.C.</a>		
(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*		
<a href="#">Blackstone EMA II L.L.C.</a>		
(Last)	(First)	(Middle)
C/O BLACKSTONE INC.		
345 PARK AVENUE		
(Street)		
NEW YORK	NY	10154
(City) (State) (Zip)		

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These common units ("Common Units") representing limited partner interests in Viper Energy Partners LP (the "Issuer") were sold in multiple transactions ranging from \$33.15 to \$33.95, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Units sold at each separate price in the range set forth in this footnote.
- Reflects Common Units held directly by BX Guidon Topco LLC, a Delaware limited liability company ("BX Guidon Topco").
- Reflects Common Units held directly by BX SWT ML Holdco LLC. BX Guidon Topco is the sole member of BX SWT ML Holdco LLC.
- The controlling membership interests of 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. 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.
- (continued from Footnote 4) 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 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.
- 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.
- 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.
- Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 4.
- The price reported in Column 4 is a weighted average price. These Common Units representing limited partner interests in the Issuer were sold in multiple transactions ranging from \$33.02 to \$33.985, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Units sold at each separate price in the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These Common Units representing limited partner interests in the Issuer were sold in multiple transactions ranging from \$34.04 to \$34.20, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Units sold at each separate price in the range set forth in this footnote.

**Remarks:**

Form 1 of 2

[BX GUIDON TOPCO LLC,](#)  
[By: /s/ Erik Belz, Name: Erik Belz, Title: Vice President and Secretary,](#) [10/28/2022](#)  
[BLACKSTONE MANAGEMENT ASSOCIATES VI L.L.C., By: BMA VI L.L.C., its sole member, By: /s/ Tabea Hsi, Name: Tabea Hsi, Title: Authorized Signatory,](#)  
[BLACKSTONE ENERGY MANAGEMENT](#) [10/28/2022](#)

ASSOCIATES II L.L.C., By:  
Blackstone EMA II L.L.C., its  
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: 10/28/2022  
Authorized Signatory  
BLACKSTONE EMA II  
L.L.C., By: /s/ Tabea Hsi,  
Name: Tabea Hsi, Title: 10/28/2022  
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.**