

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Viper Energy Partners LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

46-5001985
(I.R.S. Employer
Identification No.)

500 West Texas Avenue
Suite 1200
Midland, Texas 79701
(432) 221-7400

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Viper Energy Partners LP Long Term Incentive Plan
(Full title of the plan)

Teresa L. Dick
Chief Financial Officer
Viper Energy Partners LP
14301 Caliber Drive
Suite 300
Oklahoma City, Oklahoma 73134
(405) 463-6900

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Mike Rossenwasser
Brenda Lenahan
Vinson & Elkins L.L.P.
666 Fifth Avenue, 26th Floor
New York, New York 10103
(212) 237-0000

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 Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if smaller reporting company) Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per unit (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|---|-----------------------------|--|---|----------------------------|
| Common units representing limited partner interests | 9,144,000 units | \$32.665 | \$298,688,760 | \$38,471 |

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), there are also being registered such additional common units representing limited partner interests ("Common Units") as may become issuable pursuant to the adjustment provisions of the Viper Energy Partners LP Long Term Incentive Plan (the "Plan").

(2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act. The proposed

maximum offering price per unit, proposed maximum aggregate offering price, and amount of registration fee are based on a price of \$32.665 per Common Unit, which is the average of the high and low trading price per Common Unit of Viper Energy Partners LP (the "Registrant"), as reported on the NASDAQ Global Select Market on June 18, 2014.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The Registrant will send or give to all participants in the Plan document(s) containing the information required by Part I of Form S-8, as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the "Commission") under the Securities Act. In accordance with Rule 428, the Registrant has not filed such document(s) with the Commission, but such document(s) (along with the documents incorporated by reference into this Form S-8 Registration Statement (the "Registration Statement") pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. The Registrant shall maintain a file of such documents in accordance with the provisions of Rule 428(a)(2) of the Securities Act. Upon request, the Registrant shall furnish to the Commission or its staff a copy or copies of all of the documents included in such file.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the Registrant hereby incorporates by reference into this Registration Statement the following documents:

- (a) The Registrant's prospectus filed pursuant to Rule 424(b) under the Securities Act (File No. 333-195769) on June 18, 2014 forming part of the Registrant's Registration Statement on Form S-1, as amended (File No. 333-195769), originally filed with the Commission on May 7, 2014;
- (b) The Registrant's Current Report on Form 8-K (File No. 001-36505), filed with the Commission on June 23, 2014;
- (c) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the document referred to in (a) above; and
- (d) The description of the Registrant's Common Units included under the caption "Description of our Common Units" contained in the prospectus forming part of the Registrant's Registration Statement on Form S-1, as amended (File No. 333-195769), originally filed with the Commission on May 7, 2014, which description has been incorporated by reference in Item 1 of the Registrant's Form 8-A (File No. 001-36505), filed with the Commission on June 17, 2014, including any amendment or report filed for the purpose of updating, changing or otherwise modifying such description.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment that indicates that all

securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Under the Registrant's partnership agreement, in most circumstances, the Registrant will indemnify the following persons, to the fullest extent permitted by law, from and against all losses, liabilities, costs, expenses, claims, damages or similar events: (i) the Registrant's general partner, any departing general partner, and any person who is or was an affiliate of the Registrant's general partner or any departing general partner; (ii) any person who is or was a manager, managing member, general partner, director, officer, fiduciary or trustee of the Registrant, its subsidiaries, its general partner, any departing general partner or any of their affiliates; (iii) any person who is or was serving as a manager, management member, general partner, director, officer, employee, agent, fiduciary or trustee of another person owing a fiduciary duty to the Registrant or its subsidiaries; (iv) any person who controls the Registrant's general partner or any departing general partner; and (v) any other person designated by the Registrant's general partner. Any indemnification under these provisions will only be out of the Registrant's assets. Unless the Registrant's general partner otherwise agrees, it will not be personally liable for, or have any obligation to contribute or lend funds or assets to the Registrant to enable the Registrant to effectuate, indemnification. The Registrant may purchase insurance against liabilities asserted against and expenses incurred by persons for its activities, regardless of whether the Registrant would have the power to indemnify the person against liabilities under its partnership agreement.

Subject to any terms, conditions or restrictions set forth in the partnership agreement, Section 17-108 of the Delaware Revised Uniform Limited Partnership Act empowers a Delaware limited partnership to indemnify and hold harmless any partner or other person from and against all claims and demands whatsoever. In addition, Section 18-108 of the Delaware Limited Liability Company Act provides that a Delaware limited liability company may indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever. The limited liability company agreement of the Registrant's general partner provides for the indemnification of its directors and officers against liabilities they incur in their capacities as such.

The Registrant and its general partner also have indemnification agreements with each of the current directors and executive officers of the general partner. These agreements require the Registrant to indemnify these individuals to the fullest extent permitted by law against expenses incurred as a result of any proceeding in which they are involved by reason of their service to the Registrant and, if requested, to advance expenses incurred as a result of any such proceeding. The Registrant also intends to enter into indemnification agreements with future directors and executive officers of its general partner. The underwriting agreement that the Registrant has entered into with its underwriters also contains indemnification and contribution provisions that will indemnify and hold harmless the directors and officers of the Registrant's general partner.

The Plan provides that the committee that administers the Plan and all members thereof are entitled to, in good faith, rely or act upon any report or other information furnished to them by any officer or employee of the Registrant, its general partner, any of its subsidiaries, the Registrant's or its general partner's legal counsel, independent auditors, consultants or any other agents assisting in the administration of the Plan. Members of the committee and any officer or employee of the general partner, the Registrant, or any of its subsidiaries acting at the direction or on behalf of the committee shall not be personally liable for any action or determination taken or made in good faith with respect to the Plan, and shall, to the fullest extent permitted by law, be indemnified and held harmless by the Registrant with respect to any such action or determination.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|---|
| 4.1 | Certificate of Limited Partnership of Viper Energy Partners LP (incorporated by reference to Exhibit 3.1 to the Registrant's Form S-1 Registration Statement (File No. 333-195769), filed on May 7, 2014). |
| 4.2 | First Amended and Restated Agreement of Limited Partnership of Viper Energy Partners LP (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-36505), filed on June 23, 2014). |
| 4.3 | Viper Energy Partners LP Long Term Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 001-36505), filed on June 23, 2014). |
| 4.4 | Form of Unit Option Agreement (incorporated by reference to Exhibit 10.6 to the Registrant's Current Report on Form 8-K (File No. 001-36505), filed on June 23, 2014). |
| 5.1* | Opinion of Vinson & Elkins LLP as to the legality of the securities being registered. |
| 23.1* | Consent of Vinson & Elkins LLP (included in Exhibit 5.1 to this Registration Statement). |
| 23.2* | Consent of Grant Thornton LLP |
| 23.3* | Consent of Grant Thornton LLP |
| 23.4* | Consent of Ryder Scott Company, L.P. |
| 24.1* | Powers of Attorney (included on the signature page of this Registration Statement). |

* Filed herewith.

Item 9. Undertakings.

- (a) The undersigned Registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Midland, Texas on June 23, 2014.

VIPER ENERGY PARTNERS LP

By: Viper Energy Partners GP LLC, its general partner

By: /s/ Teresa L. Dick

Name: Teresa L. Dick

Title: Chief Financial Officer, Senior Vice President
and Assistant Secretary

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Travis D. Stice, Teresa L. Dick and Randall J. Holder, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any additional registration statement pursuant to Rule 462(b) under the Securities Act, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully and to all intents and purposes as they might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons on June 23, 2014 in the capacities set forth below.

| <u>Signature</u> | <u>Title</u> |
|---|--|
| <u>/s/ Travis D. Stice</u> Travis D. Stice | Chief Executive Officer and Director (Principal Executive Officer) |
| <u>/s/ Teresa L. Dick</u> Teresa L. Dick | Chief Financial Officer, Senior Vice President and Assistant Secretary (Principal Financial Officer and Principal Accounting Officer) |
| <u>/s/ Steven E. West</u> Steven E. West | Director |
| <u>/s/ W. Wesley Perry</u> W. Wesley Perry | Director |
| <u>/s/ Michael L. Hollis</u> Michael L. Hollis | Director |
| <u>/s/ James L. Rubin</u> James L. Rubin | Director |

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| 24.1* | Powers of Attorney (included on the signature page of this Registration Statement). |

* Filed herewith.

Vinson & Elkins

June 23, 2014

Viper Energy Partners LP
500 West Texas Avenue, Suite 1200
Midland, Texas 79701

Ladies and Gentlemen:

We have acted as counsel for Viper Energy Partners LP, a Delaware limited partnership (the "Company"), in connection with the Company's registration under the Securities Act of 1933, as amended (the "Act"), of the offer and sale of an aggregate of up to 9,144,000 common units representing limited partnership interests in the Company (the "Units"), pursuant to the Company's registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") on June 23, 2014, which Units may be issued from time to time in accordance with the terms of the Viper Energy Partners LP Long Term Incentive Plan (the "Plan").

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of Viper Energy Partners GP LLC, the general partner of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, and (vi) that all information contained in all documents reviewed by us is true, correct and complete. In addition, we have assumed that Units will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Units have been duly authorized and, when the Units are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, which govern the awards to which any Unit relates, will be validly issued, fully paid (to the extent required by the Company's partnership agreement) and non-assessable, except as such nonassessability may be limited by Sections 17-303, 17-607 and 17-804 of the Delaware Revised Uniform Limited Partnership Act or within the Company's partnership agreement.

This opinion is limited in all respects to the Delaware Revised Uniform Limited Partnership Act and any applicable provisions of the Delaware Constitution, in each case, as interpreted by federal courts and the courts of the State of Delaware, and we do not express any opinion as to the laws of any other jurisdiction. We express no opinion as to any matter other than as expressly set forth above, and no opinion on any other matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

Vinson & Elkins LLP Attorneys at Law
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The opinions expressed herein are rendered to you in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon them pursuant to the applicable provisions of the Act. The opinions expressed herein may not be relied upon by you for any other purpose, or be furnished to, quoted to or relied upon by any other person, firm or corporation for any other purpose.

This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

Vinson & Elkins L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 21, 2014, with respect to the financial statements of Viper Energy Partners LLC contained in the Prospectus, filed on June 17, 2014, relating to the Registration Statement on Form S-1 (File No. 333-195769), which is incorporated by reference in this Registration Statement on Form S-8. We consent to the incorporation by reference of the aforementioned report in the Registration Statement on Form S-8.

/s/ GRANT THORNTON LLP

Oklahoma City, Oklahoma
June 23, 2014

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 21, 2014, with respect to the balance sheet of Viper Energy Partners LP contained in the Prospectus, filed on June 17, 2014, relating to the Registration Statement on Form S-1 (File No. 333-195769), which is incorporated by reference in this Registration Statement on Form S-8. We consent to the incorporation by reference of the aforementioned report in the Registration Statement on Form S-8.

/s/ GRANT THORNTON LLP

Oklahoma City, Oklahoma
June 23, 2014



RYDER SCOTT COMPANY
PETROLEUM CONSULTANTS

TBPE REGISTERED ENGINEERING FIRM F-1580
 1100 LOUISIANA SUITE 4600

HOUSTON, TEXAS 77002-5294

FAX (713) 651-0849
 TELEPHONE (713) 651-9191

CONSENT OF RYDER SCOTT COMPANY, L.P.

We hereby consent to the references to our firm in the Registration Statement, including any amendments thereto (the "Registration Statement"), incorporated by reference in this Form S-8 and filed by Viper Energy Partners LP (File No. 333-195769), and to the use of information from, and the inclusion of, our report, dated January 24, 2014, with respect to estimates of reserves and future net revenues of Viper Energy Partners LLC as of December 31, 2013 in the Registration Statement, which is incorporated by reference in this Form S-8. We further consent to the reference to our firm under the heading "Experts" in the Registration Statement, including the prospectus included in the Registration Statement incorporated by reference in this Form S-8.

/s/ RYDER SCOTT COMPANY, L.P.

RYDER SCOTT COMPANY, L.P.
 TBPE Firm Registration No. F-1580

Houston, Texas
 June 23, 2014

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