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

**FORM 8-K/A
(Amendment No. 1)**

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): October 1, 2021

VIPER ENERGY PARTNERS LP
(Exact Name of Registrant as Specified in Charter)

DE	001-36505	46-5001985
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

500 West Texas Suite 1200	79701
Midland, TX	(Zip code)
(Address of principal executive offices)	

(432) 221-7400
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Units	VNOM	The Nasdaq Stock Market LLC (NASDAQ Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Explanatory Note

As previously reported in its Current Report on Form 8-K filed on October 7, 2021 (the “Original Form 8-K”), Viper Energy Partners LP (“Viper” or the “Partnership”) and its subsidiary, Viper Energy Partners LLC (“Viper OpCo” and, together with Viper, the “Buyer Parties”), completed the acquisition (the “Acquisition”) of certain mineral and royalty interests (the “Assets”) from Swallowtail Royalties LLC and Swallowtail Royalties II LLC (collectively, the “Seller”) on October 1, 2021 (“Closing”) under the previously reported Purchase and Sale Agreement, dated as of August 6, 2021, by and between the Buyer Parties and the Seller (the “Purchase and Sale Agreement”).

The Assets consist of 2,313 net royalty acres primarily in the Northern Midland Basin, of which 62% are operated by Diamondback. The purchase price for the Acquisition consisted of 15.25 million common units representing limited partnership interests in Viper (the “Common Unit Consideration”) and approximately \$225.3 million in cash after purchase price adjustments (the “Cash Consideration”). The Cash Consideration for the Acquisition was funded through a combination of cash on hand and \$190.0 million in borrowings under Viper OpCo’s revolving credit facility. At Closing, as contemplated by the Purchase and Sale Agreement, the Assets acquired by Viper for the Common Unit Consideration were immediately contributed to Viper OpCo in exchange for an equivalent number of units representing limited liability company interests in Viper OpCo.

This Amendment No. 1 to the Current Report on Form 8-K amends Item 9.01 of the Original Form 8-K to include (i) the abbreviated audited statement of assets acquired and liabilities assumed as of October 1, 2021, for the Acquisition and (ii) the unaudited pro forma condensed consolidated balance sheet giving effect to the Acquisition as of September 30, 2021. Except as otherwise disclosed in this explanatory note, no other changes were made to the Original Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The abbreviated audited statement of assets acquired and liabilities assumed as of October 1, 2021 for the Acquisition is filed as Exhibit 99.1 to this Current Report and incorporated by reference into this Item 9.01(a).

(b) Pro Forma Financial Information

The unaudited pro forma financial information of Viper gives effect to the Acquisition as of September 30, 2021 and is filed as Exhibit 99.2 to this Current Report and incorporated by reference into this Item 9.01(b).

(d) Exhibits

Number	Description
23.1*	Consent of Independent Certified Public Accountants.
99.1*	Swallowtail Royalties LLC and Swallowtail Royalties II LLC Audited Statement of Assets Acquired and Liabilities Assumed.
99.2*	Viper Energy Partners LP Unaudited Pro Forma Condensed Consolidated Balance Sheet.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

* Filed herewith.

SIGNATURE

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

VIPER ENERGY PARTNERS LP

By: Viper Energy Partners GP LLC,
its general partner

Date: December 15, 2021

By: /s/ Teresa L. Dick
Name: Teresa L. Dick
Title: Chief Financial Officer, Executive Vice President and
Assistant Secretary

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated December 15, 2021, with respect to the Statement of Assets Acquired and Liabilities Assumed of certain mineral and royalty interests acquired from Swallowtail Royalties LLC and Swallowtail Royalties II LLC, included in Exhibit 99.1 of this Current Report on Form 8-K/A of Viper Energy Partners LP. We consent to the incorporation by reference of said report in the Registration Statements of Viper Energy Partners LP on Form S-3 ASR (File No. 333-260335, effective October 18, 2021) and on Form S-8 (File No. 333-196971, effective June 23, 2014).

/s/ GRANT THORNTON LLP

Oklahoma City, Oklahoma
December 15, 2021

Swallowtail Royalties LLC and Swallowtail Royalties II LLC
Statement of Assets Acquired and Liabilities Assumed
October 1, 2021

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

General Partner and Unitholders
Viper Energy Partners LP

We have audited the accompanying statement of assets acquired and liabilities assumed of certain mineral and royalty interests as of October 1, 2021, acquired by Viper Energy Partners LP and subsidiary, and the related notes to the financial statement.

Management's responsibility for the financial statement

Management is responsible for the preparation and fair presentation of this financial statement in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statement that is free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the financial statement based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statement referred to above presents fairly, in all material respects, the assets acquired and liabilities assumed of certain mineral and royalty interests as of October 1, 2021, acquired by Viper Energy Partners LP and subsidiary, in accordance with accounting principles generally accepted in the United States of America.

Emphasis of matter

As discussed in Note 1 to the financial statement, the financial statement of assets acquired and liabilities assumed has been prepared as of October 1, 2021, and derived from the purchase price allocation, which represents the fair value of the assets acquired. Our opinion is not modified with respect to this matter.

/s/ GRANT THORNTON LLP

Oklahoma City, Oklahoma
December 15, 2021

Swallowtail Royalties LLC and Swallowtail Royalties II LLC
Statement of Assets Acquired and Liabilities Assumed

	<u>October 1, 2021</u>
	(In thousands)
Oil and natural gas properties:	
Proved	\$ 130,396
Unproved	431,835
Net assets acquired	\$ 562,231

There were no liabilities assumed in the Swallowtail Acquisition.

See accompanying notes to the Statement of Assets Acquired and Liabilities Assumed.

Swallowtail Royalties LLC and Swallowtail Royalties II LLC
Notes to Audited Statement of Assets Acquired and Liabilities Assumed
October 1, 2021

NOTE 1 — OVERVIEW AND BASIS OF PRESENTATION

On October 1, 2021, (“Closing”) Viper Energy Partners LP (“Viper”), and its subsidiary, Viper Energy Partners LLC (“Viper OpCo” and, together with Viper, the “Buyer Parties”) completed the acquisition (the “Acquisition”) of certain mineral and royalty interests (the “Assets”) from Swallowtail Royalties LLC and Swallowtail Royalties II LLC (collectively, the “Seller”) under a definitive purchase and sale agreement, dated as of August 6, 2021, by and between the Buyer Parties and the Seller (the “Purchase and Sale Agreement”).

The Assets consist of 2,313 net royalty acres primarily in the Northern Midland Basin, of which 62% are operated by Viper’s parent, Diamondback Energy, Inc. The purchase price of \$562.2 million for the Acquisition consisted of 15.25 million common units representing limited partnership interests in Viper (the “Common Unit Consideration”) and approximately \$225.3 million in cash after purchase price adjustments (the “Cash Consideration”). The Cash Consideration for the Acquisition was funded through a combination of cash on hand and \$190.0 million in borrowings under Viper OpCo’s revolving credit facility. At Closing, as contemplated by the Purchase and Sale Agreement, the Assets acquired by Viper for the Common Unit Consideration were immediately contributed to Viper OpCo in exchange for an equivalent number of units representing limited liability company interests in Viper OpCo. The Acquisition has an effective date of August 1, 2021.

Basis of Presentation

This Statement of Assets Acquired and Liabilities Assumed (the “financial statement”) has been prepared as of October 1, 2021, and has been derived from the purchase price allocation, which represents the fair value of assets acquired at Closing. There were no liabilities assumed related to the Acquisition. The financial statement is not meant to be indicative of the financial condition of Viper going forward as a result of future changes to its operations and reflects only the assets acquired by Viper in accordance with the Purchase and Sale Agreement.

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

Certain amounts included in or affecting the financial statement and related disclosures must be estimated by management, requiring certain assumptions to be made with respect to values or conditions that cannot not be known with certainty at the time the financial statement is prepared. These estimates and assumptions affect the amounts reported for proved and unproved oil and natural gas properties as of the date of the financial statement.

Making accurate estimates and assumptions is particularly difficult in the oil and natural gas industry given the challenges resulting from volatility in oil and natural gas prices. Actual results may differ significantly from the estimates used in the financial statement; however, management believes the amounts provided are fairly stated in all material respects.

Oil and Natural Gas Properties

The oil and natural gas properties presented on the financial statement represent the allocation of the total purchase price of the Acquisition based on the estimated fair values of the proved and unproved oil and natural gas properties acquired.

NOTE 3 — SUBSEQUENT EVENTS

Subsequent events have been evaluated through December 15, 2021, the date the financial statement was available to be issued, and no events were identified for disclosure.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET

The following unaudited pro forma condensed consolidated balance sheet (the “pro forma balance sheet”) is based on the historical condensed consolidated balance sheet of Viper Energy Partners LP (“Viper”) and its subsidiary Viper Energy Partners LLC (“Viper OpCo”) as of September 30, 2021, adjusted to give effect to (i) the acquisition (the “Acquisition”) of certain mineral and royalty interests (the “Assets”) by Viper and Viper OpCo (collectively, the “Buyer Parties”) from Swallowtail Royalties LLC and Swallowtail Royalties II LLC (collectively, the “Seller”) under a definitive purchase agreement, dated as of August 6, 2021, by and between the Buyer Parties and the Seller (the “Purchase and Sale Agreement”), and (ii) the funding of the purchase price for the Acquisition. The purchase price of \$562.2 million for the Acquisition consisted of the issuance of 15.25 million common units representing limited partnership interests in Viper (the “Common Unit Consideration”) and payment of approximately \$225.3 million in cash after purchase price adjustments (the “Cash Consideration”). The Cash Consideration for the Acquisition was funded through a combination of cash on hand and \$190.0 million in borrowings under Viper OpCo’s revolving credit facility.

The Assets consist of 2,313 net royalty acres primarily in the Northern Midland Basin, of which 62% are operated by Viper’s parent, Diamondback Energy, Inc. At Closing, as contemplated by the Purchase and Sale Agreement, the Assets acquired by Viper for the Common Unit Consideration were immediately contributed to Viper OpCo in exchange for an equivalent number of units representing limited liability company interests in Viper OpCo. The Acquisition was completed on October 1, 2021, with an effective date of August 1, 2021.

The pro forma adjustments are based on available information and certain assumptions that management believes are factually supportable, as further described below in Note 2—Pro Forma Adjustments and Assumptions. In the opinion of management, all adjustments necessary to present fairly the pro forma balance sheet have been made.

The pro forma balance sheet has been developed from and should be read in conjunction with the accompanying notes to the pro forma balance sheet, as well as the separate historical consolidated balance sheet and related notes thereto in Viper’s filings with the Securities and Exchange Commission.

Viper Energy Partners LP and Subsidiary
Unaudited Pro Forma Condensed Consolidated Balance Sheet
As of September 30, 2021

	Historical	Pro Forma Adjustments	Pro Forma Combined
	(In thousands)		
Assets			
Current assets:			
Cash and cash equivalents	\$ 41,515	\$ (5,333) (a)	\$ 36,182
Royalty income receivable (net of allowance for credit losses)	47,133	—	47,133
Royalty income receivable—related party	22,022	—	22,022
Other current assets	654	—	654
Total current assets	111,324	(5,333)	105,991
Property:			
Oil and natural gas interests, full cost method of accounting	2,902,270	562,231 (b)	3,464,501
Land	5,688	—	5,688
Accumulated depletion and impairment	(570,406)	—	(570,406)
Property, net	2,337,552	562,231	2,899,783
Funds held in escrow	30,025	(30,025) (a)	—
Other assets	3,567	—	3,567
Total assets	\$ 2,482,468	\$ 526,873	\$ 3,009,341
Liabilities and Unitholders' Equity			
Current liabilities:			
Accounts payable	\$ 208	\$ —	\$ 208
Accrued liabilities	26,000	—	26,000
Derivative instruments	35,357	—	35,357
Total current liabilities	61,565	—	61,565
Long-term debt, net	564,452	190,000 (c)	754,452
Derivative instruments	697	—	697
Total liabilities	626,714	190,000	816,714
Unitholders' equity:			
General partner	749	—	749
Common units	580,992	336,873 (d)	917,865
		(105,285) (e)	812,580
Class B units	956	—	956
Total Viper Energy Partners LP unitholders' equity	582,697	231,588	814,285
Non-controlling interest	1,273,057	105,285 (e)	1,378,342
Total equity	1,855,754	336,873	2,192,627
Total liabilities and unitholders' equity	\$ 2,482,468	\$ 526,873	\$ 3,009,341

NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET

NOTE 1 — BASIS OF PRESENTATION

The historical financial information of Viper and its subsidiary, Viper OpCo, has been derived from Viper's Quarterly Report on Form 10-Q for the quarter ended September 30, 2021. Pro forma adjustments have been made to reflect the Acquisition, as discussed further in Note 2—Pro Forma Adjustments and Assumptions. The pro forma balance sheet should be read in conjunction with Viper's Quarterly Report on Form 10-Q for the quarter ended September 30, 2021. The pro forma balance sheet gives effect to the Acquisition as if it had been completed on September 30, 2021.

In the opinion of Viper's management, all material adjustments have been made that are necessary to present fairly, in accordance with Article 11 of Regulation S-X, the pro forma balance sheet. The pro forma balance sheet does not purport to be indicative of what Viper's financial position would have been on a consolidated basis, if the Acquisition had occurred on the date indicated, nor is it indicative of its future financial position.

NOTE 2 — PRO FORMA ADJUSTMENTS AND ASSUMPTIONS

The unaudited pro forma balance sheet reflects the following adjustments:

- (a) to record the partial financing of the Acquisition with cash on hand and funds held in escrow,
- (b) to record the purchase accounting assigned to the Assets acquired in the Acquisition,
- (c) to record the partial financing of the Acquisition with borrowings under Viper OpCo's revolving credit facility,
- (d) to record the partial financing of the Acquisition with the issuance of 15.25 million Viper common units to the Seller representing the Common Unit Consideration for the Acquisition. and
- (e) to record the change in ownership interest attributable to Viper's noncontrolling interest which resulted from the issuance of 15.25 million Viper common units to the Seller representing the Common Unit Consideration for the Acquisition.