

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

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name  VIPER ENERGY PARTNERS, LP		2 Issuer's employer identification number (EIN)  46-5001985	
3 Name of contact for additional information	4 Telephone No. of contact  (432)221-7430	5 Email address of contact	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  500 WEST TEXAS AVENUE, SUITE 1200		7 City, town, or post office, state, and ZIP code of contact  MIDLAND, TX 79701	
8 Date of action  8/20/2018, 11/19/2018		9 Classification and description  Limited partner units reated as common stock for US federal income tax purposes	
10 CUSIP number  92763M105	11 Serial number(s)	12 Ticker symbol  VNOM	13 Account number(s)

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

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On August 20, 2018 and November 19, 2018, Viper Energy Partners, LP ("Viper") made cash distributions to its shareholders. Subsequently, Viper made the reasonable determination that such distributions should not constitute dividends for U.S. federal income tax purposes but rather should generally constitute non-taxable reductions to the tax basis of each distrubtion recipient's ownership interest in Viper. This form 8937 is being filed to disclose Viper's reasonable determination in this regard.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ Generally, non-dividend distributions should reduce the tax basis of the shares of stock owned by the recipient(s) of the non-dividend distributions. The reduction to the tax basis of each share of stock owned should be the amount of the non-dividend distribution received. Viper has reasonably determined that the entire amount of the distributions should constitute non-dividend distrubtions and that no part of the distrubtions should be treated as dividends. Accordingly, each distrubiton recipient should generally treat the full amount of each of the distrubtions made on 8/20/2018 an and 11/19/2018 as a reduction to the tax basis of the recipient's ownership interest in Viper.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The reduction to the tax basis of each share of stock owned by a recipient of a non-dividend distribution should generally be the amount of the non-dividend distribution received with respect to each share. Accordingly, recipients of the Viper distribution made on 8/20/2018 should generally reduce their tax basis in each share of Viper stock (i.e., limited partner unit) owned by \$0.60 per share (i.e., per unit); recipients of the Viper distribution made on 11/19/2018 should generally reduce their tax basis in each share of Viper stock (i.e., limited partner unit) by \$0.58 per share (i.e., per unit).

**Part II** Organizational Action (continued)

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

Blank lines for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ No

Blank lines for providing details regarding the recognition of loss.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The distributions discussed were made on the dates specified in 2018. For calendar year taxpayers, the tax year affected should be calendar year 2018. For taxpayers reporting on the basis of a tax year other than the calendar year, different tax period periods may be impacted.

Blank lines for providing other necessary information for the adjustment.

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

**Sign Here**

Signature ▶ \_\_\_\_\_ Date ▶ \_\_\_\_\_  
Print your name ▶ \_\_\_\_\_ Title ▶ \_\_\_\_\_

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶	Firm's EIN ▶		Phone no.	
Firm's address ▶				

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054