SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

☑ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Hu Frank C.	VNOM Sub, Inc. [VNOM]	☑ Director ☐ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)
(Last) (First) (Middle) 500 WEST TEXAS AVENUE SUITE 100	3. Date of Earliest Transaction (Month/Day/Year) 08/19/2025	
(Street) MIDLAND TX 79701	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☑ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
(City) (State) (Zip)		

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			
Class A Common Stock	08/19/2025		D		16,498(1)	D	(2)	0	D	

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	Title	Amount or Number of Shares				

Explanation of Responses:

1. These securities include 4,173 restricted stock units, each representing a contingent right to receive one share of Class A common stock, par value $0.000001 per share, of Viper (as defined below). These restricted stock units were granted to the reporting person under the issuer's long term incentive plan and will vest on the earlier of the one-year anniversary of the date of grant, which was May 20, 2025, and the date of the 2026 annual meeting of stockholders of the issuer.

2. Pursuant to the Agreement and Plan of Merger (the "Sitio Merger Agreement"), dated June 2, 2025, by and among VNOM Sub, Inc. (f/k/a Viper Energy, Inc.) ("Viper"), Sitio Royalties Corp., Sitio Royalties Operating Partnership, LP, a subsidiary of Sitio, Viper Energy, Inc. (f/k/a New Cobra Pubco Inc.), a wholly owned subsidiary of Viper ("New Viper"), Cobra Merger Sub, Inc., a wholly owned subsidiary of New Viper ("Viper Merger Sub") and Scorpion Merger Sub, Inc., a wholly owned subsidiary of New Viper, upon close of the Sitio Merger Agreement Viper Merger Sub will merge with and into Viper, with Viper continuing as the surviving corporation and a wholly owned subsidiary of New Viper (the "Viper Pubco Merger"). At the effective time of the Viper Pubco Merger, each share of Viper's Class A Common Stock then issued and outstanding will be cancelled and automatically converted into one share of New Viper's Class A common stock.

Remarks:

/s/ Teresa L. Dick, as attorney-in-fact for Frank C. Hu — 08/19/2025

** 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.