

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Blackstone Holdings III L.P.</u> _____ (Last) (First) (Middle) C/O BLACKSTONE INC. 345 PARK AVENUE _____ (Street) NEW YORK NY 10154 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/01/2021	3. Issuer Name and Ticker or Trading Symbol <u>Viper Energy Partners LP [VNOM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person _____ X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units	2,434,192	I	See Footnotes ⁽¹⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾
Common Units	12,815,808	I	See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Instr. 4)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Blackstone Holdings III L.P.</u> _____ (Last) (First) (Middle) C/O BLACKSTONE INC. 345 PARK AVENUE _____ (Street) NEW YORK NY 10154 _____ (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>BMA VI L.L.C.</u> _____ (Last) (First) (Middle) C/O BLACKSTONE INC. 345 PARK AVENUE _____ (Street) NEW YORK NY 10154 _____ (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[Blackstone EMA II 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*

[Blackstone Holdings III GP L.P.](#)

(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 Holdings III GP Management 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*

[Blackstone Inc](#)

(Last) (First) (Middle)

345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Blackstone Group Management 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*

[SCHWARZMAN STEPHEN A](#)

(Last)	(First)	(Middle)
C/O BLACKSTONE INC.		
345 PARK AVENUE		
(Street)		
NEW YORK	NY	10154
(City)	(State)	(Zip)

Explanation of Responses:

1. Reflects common units representing limited partner interests ("Common Units"), of Viper Energy Partners LP (the "Issuer") directly held by Swallowtail Royalties LLC. Guidon Energy Holdings LP is the managing member of Swallowtail Royalties LLC. Guidon Energy Holdings GP LLC is the general partner of Guidon Energy Holdings LP.
2. Reflects Common Units directly held by Swallowtail Royalties II LLC. Swallowtail Royalties Holdings LLC is the managing member of Swallowtail Royalties II LLC. BX Swallowtail Royalties Holding LLC is the managing member of Swallowtail Royalties Holdings LLC. BX Guidon Topco LLC is the managing member of Swallowtail Royalties Holdings LLC.
3. The controlling membership interests of Guidon Energy Holdings GP LLC and BX Guidon Topco LLC 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. Blackstone Inc. is the sole member of Blackstone Holdings III GP Management L.L.C.
4. (Continued from Footnote 3) The sole holder of the Series II preferred stock of Blackstone Inc. 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.
5. 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.
6. 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 reported securities for purposes of Section 16 or for any other purpose or that the Reporting Persons are subject to Section 16 of the Exchange Act.
7. Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 3.

Remarks:

On October 1, 2021, the Issuer and its subsidiary Viper Energy Partners LLC ("Viper OpCo" and, together with the Issuer, the "Buyer Parties") completed the acquisition (the "Acquisition") of certain mineral and royalty interests from Swallowtail Royalties LLC and Swallowtail Royalties II LLC (collectively, the "Seller") 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 total consideration for the Acquisition consisted of 15.25 million common units representing limited partnership interests in Viper and approximately \$225 million in cash. Form 2 of 2

BLACKSTONE HOLDINGS III L.P., By: Blackstone Holdings III GP L.P., its general partner, By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ Tabea Hsi, Name: Tabea Hsi, Title: Senior Managing Director 10/12/2021

BMA VI L.L.C., By: /s/ Tabea Hsi, Name: Tabea Hsi, Title: Authorized Signatory 10/12/2021

BLACKSTONE EMA II L.L.C., By: /s/ Tabea Hsi, Name: Tabea Hsi, Title: Authorized Signatory 10/12/2021

BLACKSTONE HOLDINGS III GP L.P., By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ Tabea Hsi, Name: Tabea Hsi, Title: Senior Managing Director 10/12/2021

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C., By: /s/ Tabea Hsi, Name: Tabea Hsi, Title: Senior Managing Director 10/12/2021

BLACKSTONE INC., By: /s/ Tabea Hsi, Name: 10/12/2021

Tabea Hsi, Title: Senior
Managing Director

BLACKSTONE GROUP
MANAGEMENT L.L.C.,

By: /s/ Tabea Hsi, Name: 10/12/2021

Tabea Hsi, Title: Senior
Managing Director

Stephen A. Schwarzman,

By: /s/ Stephen A.
Schwarzman, Name: 10/12/2021

Stephen A. Schwarzman

** 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 5 (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.