Rubin James L. Form 4 July 12, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Rubin James L.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Viper Energy Partners LP [VNOM]

(Check all applicable)

(First) (Middle) (Last)

(Month/Day/Year)

07/10/2018

Director 10% Owner Officer (give title Other (specify

C/O WEXFORD CAPITAL LP, 411 WEST PUTNAM AVENUE, SUITE 125

(Street)

(State)

(Zip)

(City)

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

GREENWICH, CT 06830

(City)	(State)	(Zip) Table I	- Non-Der	ivative Securities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction D (Month/Day/Yea	· /		4. Securities on Acquired (A) or Dispensed of (D)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)	Beneficially Owned Following	Form: Direct (D) or Indirect (I)	Beneficial Ownership (Instr. 4)
				(A) or	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	

Common

Units

representing 07/10/2018 limited

3,063 $A^{(1)}$

Code V Amount (D) Price

3,063 (1) \$0

 $D_{-}^{(1)}$

partner interests

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	•	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rubin James L. C/O WEXFORD CAPITAL LP 411 WEST PUTNAM AVENUE, SUITE 125 GREENWICH, CT 06830

Signatures

James L. Rubin 07/12/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).

These securities are phantom units, each of which is the economic equivalent of one common unit representing a limited partner interest in the Issuer. These phantom units were granted under the Issuer's Long-Term Incentive Plan and will vest on July 10, 2019. These phantom units have been assigned to Wexford Capital LP under the terms of Mr. Rubin's employment with Wexford Capital LP. As a result, Mr. Rubin disclaims any interest in these phantom units, except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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