

Viper Energy Partners LP  
Form 8-K  
March 01, 2019

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

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (date of earliest event reported): February 26, 2019**

**Viper Energy Partners LP**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**001-36505**  
**(Commission**  
**File Number)**

**46-5001985**  
**(I.R.S. Employer**  
**Identification No.)**

**500 West Texas Avenue, Suite 1200**

**Midland, Texas**  
**(Address of Principal Executive Offices)**

**79701**  
**(Zip Code)**

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

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.

Check the appropriate box below if the Form 8-K filing 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))

**Item 1.01. Entry into a Material Definitive Agreement.**

***Underwriting Agreement***

On February 26, 2019, Viper Energy Partners LP (the Partnership ), a subsidiary of Diamondback Energy, Inc. (Diamondback ), entered into an Underwriting Agreement (the Underwriting Agreement ), by and among the Partnership, Viper Energy Partners GP LLC (the General Partner ), Viper Energy Partners LLC (OpCo ) and, together with the Partnership and the General Partner, the Partnership Parties ) and Credit Suisse Securities (USA) LLC, as representative of the several underwriters named therein (collectively, the Underwriters ), providing for the offer and sale by the Partnership and the purchase by the Underwriters of 9,500,000 Common Units representing limited partner interests (Common Units ) in the Partnership (the Firm Unit Offering ) at a purchase price to the public of \$32.00 per Common Unit. Pursuant to the Underwriting Agreement, the Partnership also granted the Underwriters an option for a period of 30 days to purchase up to an additional 1,425,000 Common Units on the same terms (the Optional Unit Offering ) and, together with the Firm Unit Offering, the Offering ), which was exercised in full on February 28, 2019.

The Offering closed on March 1, 2019. The Partnership received net proceeds of approximately \$340.4 million (after deducting underwriting discounts and commissions and estimated offering expenses) from the Offering. The Partnership intends to use the net proceeds from the Offering to purchase OpCo units. OpCo will use the net proceeds from the Offering to repay a portion of the outstanding borrowings under its revolving credit facility and for general partnership purposes, which may include additional acquisitions.

The Underwriting Agreement contains customary representations, warranties and agreements of the Partnership Parties and customary conditions to closing, obligations of the parties and termination provisions. The Partnership Parties have agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the Securities Act ), or to contribute to payments the Underwriters may be required to make because of any of those liabilities.

The Offering was made pursuant to the Partnership's effective automatic shelf registration statement on Form S-3 (File No. 333-226411), filed with the Securities and Exchange Commission (the SEC ) on July 30, 2018 (the Shelf Registration Statement ), and a prospectus, which consists of a base prospectus, dated as of July 30, 2015, a preliminary prospectus supplement, filed with the SEC on February 26, 2019, and a final prospectus supplement, filed with the SEC on February 28, 2019 (collectively, the Prospectus ).

As more fully described under the caption Underwriting (conflicts of interest) in the Prospectus, the Underwriters and certain of their affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The Underwriters and certain of their affiliates have, from time to time, performed, and may in the future perform, various commercial and investment banking and financial advisory services for the Partnership and its affiliates in the ordinary course of business for which they have received and would receive customary fees and expenses. Affiliates of certain of the Underwriters are lenders under OpCo's revolving credit facility and, accordingly, will receive a portion of the net proceeds of the Offering.

The foregoing description of the Underwriting Agreement is not complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated in this Item 1.01 by reference.

**Item 8.01. Other Events.**

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In connection with the Offering, the Partnership is filing a legal opinion of Akin Gump Strauss Hauer & Feld LLP regarding the legality of the Common Units issued in the Offering, attached as Exhibit 5.1 to this Current Report on Form 8-K, to incorporate such opinion by reference into the Shelf Registration Statement.

**Item 9.01. Financial Statements and Exhibits.**

*Exhibits.*

| <b>Exhibit<br/>Number</b> | <b>Exhibit</b>  |
|---------------------------|---|
| 1.1*                      | <u>Underwriting Agreement, dated as of February 26, 2019, by and among Viper Energy Partners LP, Viper Energy Partners GP LLC, Viper Energy Partners LLC and Credit Suisse Securities (USA) LLC, as representative of the several underwriters named therein.</u> |
| 5.1*                      | <u>Opinion of Akin Gump Strauss Hauer &amp; Feld LLP regarding the legality of the Common Units issued in the Offering.</u>   |
| 23.1*                     | <u>Consent of Akin Gump Strauss Hauer &amp; Feld LLP (included in Exhibit 5.1 hereto).</u>  |

\* Filed herewith.

**SIGNATURES**

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: March 1, 2019

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