

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **March 1, 2024**

TEXAS PACIFIC LAND CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39804
(Commission File Number)

75-0279735
(IRS Employer
Identification No.)

1700 Pacific Avenue, Suite 2900, Dallas, Texas 75201
(Address of Principal Executive Offices, including Zip Code)

214-969-5530
(Registrant's telephone number, including area code)

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))

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 transmission period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (par value \$.01 per share)	TPL	New York Stock Exchange

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 1, 2024, Texas Pacific Land Corporation (the "Company") filed a Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of the Company (the "Amendment") with the Secretary of State of the State of Delaware. Pursuant to the Amendment, Section 4.1(A) of Article IV of the Second Amended and Restated Certificate of Incorporation of the Company was amended and restated to provide that the total number of shares of capital stock of the Company be increased to 47,536,936 shares of capital stock, consisting of 1,000,000 shares of preferred stock, par value \$0.01 per share, and 46,536,936 shares of common stock, par value \$0.01 per share ("common stock").

Item 7.01 Regulation FD Disclosure.

On March 7, 2024, the Company announced a three-for-one split of common stock (the "Stock Split"). Each holder of common stock of record at the close of business on March 18, 2024, will receive two additional shares of common stock for each share of common stock held on that date. The additional shares resulting from the Stock Split will be distributed on March 26, 2024. The Company expects that trading of its common stock will begin on a stock-split adjusted basis on March 27, 2024. A copy of the press release announcing the Stock Split is attached hereto as Exhibit 99.1.

The information contained in this Current Report on Form 8-K under Item 7.01, including Exhibit 99.1 hereto, has been "furnished" and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section. The information in this Current Report under Item 7.01 shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation
99.1	Press release dated March 7, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Texas Pacific Land Corporation

Date: March 7, 2024

By: /s/ Micheal W. Dobbs
Micheal W. Dobbs
SVP, General Counsel and Secretary

CERTIFICATE OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
TEXAS PACIFIC LAND CORPORATION
(Pursuant to Section 242 of the
General Corporation Law of the State of Delaware)

TEXAS PACIFIC LAND CORPORATION, a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “DGCL”), hereby certifies as follows:

1. That the name of this corporation is Texas Pacific Land Corporation (the “Corporation”) and that the Corporation was originally incorporated pursuant to the DGCL on April 28, 2020 under the name Texas Pacific Land Corporation

2. That the Board of Directors of the Corporation duly adopted resolutions setting forth the proposed amendment to the Certificate of Incorporation of the Corporation (the “Certificate”), declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders and authorizing the submission to the stockholders of a proposal to authorize said amendment, which resolutions setting forth the proposed amendment are substantially as follows:

RESOLVED:

That Section 4.1(A) of Article IV of the Certificate of this Corporation be amended and restated to read in its entirety as follows:

“(A) The total number of shares of stock that the Corporation shall have authority to issue is 47,536,936 shares of stock, classified as:

- (1) 1,000,000 shares of preferred stock, par value \$0.01 per share (“Preferred Stock”); and
- (2) 46,536,936 shares of common stock, par value \$0.01 per share (“Common Stock”).”

3. That thereafter said amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

IN WITNESS WHEREOF, Texas Pacific Land Corporation has caused this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation to be signed by its Chief Executive Officer this 1st day of March, 2024.

By: /s/ Tyler Glover
 Name: Tyler Glover
 Title: Chief Executive Officer

**Texas Pacific Land Corporation Announces Three-for-One Stock Split**

Dallas, Texas – March 7, 2024 – Texas Pacific Land Corporation (NYSE: TPL) (the “Company”) today announced that its Board of Directors has approved a three-for-one stock split to be distributed to stockholders as a stock dividend. Each stockholder of record at the close of business on March 18, 2024, will receive two additional shares of common stock of the Company for each share held as of this record date. The new shares will be distributed on March 26, 2024. We expect that trading of the Company's common stock will begin on a stock-split adjusted basis on March 27, 2024.

About Texas Pacific Land Corporation

Texas Pacific Land Corporation (NYSE: TPL) is one of the largest landowners in the State of Texas with approximately 868,000 acres of land in West Texas, with the majority of its ownership concentrated in the Permian Basin. The Company is not an oil and gas producer, but its surface and royalty ownership allow revenue generation through the entire value chain of oil and gas development, including through fixed fee payments for use of our land, revenue for sales of materials (caliche) used in the construction of infrastructure, providing sourced water and treated produced water, revenue from our oil and gas royalty interests, and revenues related to saltwater disposal on our land. The Company also generates revenue from pipeline, power line and utility easements, commercial leases, and temporary permits related to a variety of land uses including midstream infrastructure projects and hydrocarbon processing facilities.
