

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): December 2, 2025

Texas Pacific Land Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-39804
(Commission File Number)

75-0279735
(IRS Employer
Identification No.)

2699 Howell Street, Suite 800
Dallas, Texas
(Address of Principal Executive Offices)

75204
(Zip Code)

Registrant's Telephone Number, Including Area Code: 214-969-5530

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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))

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 \$0.01 per share | TPL | New York Stock Exchange NYSE Texas, Inc. |

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.

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

On November 5, 2025, Texas Pacific Land Corporation (the “Company”) announced a three-for-one forward stock split (the “Stock Split”) of the Company’s common stock, par value \$0.01 per share (the “Common Stock”). On December 2, 2025, the Company filed an amendment (the “Amendment”) to the Company’s Second Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to effect the Stock Split and proportionately increase the number of shares of the Company’s authorized Common Stock from 46,536,936 to 139,610,808. The Amendment will become effective at 5:00 p.m. Eastern Time on December 22, 2025. The Company’s Common Stock will continue to trade on the New York Stock Exchange and NYSE Texas, Inc. under the symbol “TPL”. The CUSIP number and par value for the Company’s Common Stock will not change.

The record date for the Stock Split is December 12, 2025, shares will be distributed on December 22, 2025, and trading is expected to commence on a split-adjusted basis at market open on December 23, 2025.

The foregoing summary of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed as Exhibit 3.1 hereto and is incorporated by reference herein.

Item 7.01 Regulation FD Disclosure.

On December 2, 2025, the Company issued a press release announcing the effective date of the Stock Split. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The information included in this Item 7.01 of this Current Report on Form 8-K, including the attached Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|----------------------|---|
| 3.1 | Certificate of Amendment to Second Amended and Restated Certificate of Incorporation of Texas Pacific Land Corporation. |
| 99.1 | Press release dated December 2, 2025 (furnished pursuant to Item 7.01). |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Texas Pacific Land Corporation

Date: December 2, 2025

By: /s/ Micheal W. Dobbs

Name: Micheal W. Dobbs

Title: 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 the 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 Second Amended and Restated Certificate of Incorporation of the Corporation (the “Certificate”), declaring said amendment to be advisable and in the best interests of the Corporation, which resolutions setting forth the proposed amendment are substantially as follows:

RESOLVED:

That Section 4.1(A) of Article IV of the Certificate of the 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 140,610,808 shares of stock, classified as:

- (1) 1,000,000 shares of preferred stock, par value \$0.01 per share (“Preferred Stock”); and
- (2) 139,610,808 shares of common stock, par value \$0.01 per share (“Common Stock”).

Effective at 5:00 p.m., Eastern Time, on December 22, 2025 (the “Effective Time”), each share of Common Stock issued and outstanding, and each share of Common Stock held as treasury stock, in each case as of immediately prior to the Effective Time, shall automatically, without further action on the part of the Corporation or any holder of thereof, be subdivided and reclassified into three fully paid and nonassessable shares of Common Stock, reflecting a 3:1 stock split, with the par value remaining at \$0.01 per share.”

3. That thereafter said amendment was duly adopted in accordance with the applicable provisions of Section 242 of the DGCL. No meeting or vote of the Corporation’s stockholders was required to adopt the amendment pursuant to Section 242(d)(1) of the DGCL.

4. That the amendment shall become effective at 5:00 p.m., Eastern Time, on December 22, 2025.

IN WITNESS WHEREOF, Texas Pacific Land Corporation has caused this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation to be executed by its Chief Executive Officer this 2nd day of December, 2025.

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

**TEXAS PACIFIC LAND CORPORATION ANNOUNCES EFFECTIVE DATE OF PREVIOUSLY ANNOUNCED THREE-FOR-ONE STOCK SPLIT**

DALLAS, TX (December 2, 2025) – Texas Pacific Land Corporation (NYSE: TPL) (the “Company”) today announced that its Board of Directors has finalized the effective date of the previously announced three-for-one stock split. The record date for the three-for-one stock split is December 12, 2025, and the stock split will be effective and shares will be distributed on December 22, 2025. Trading of the Company’s common stock will begin on a stock-split adjusted basis on December 23, 2025.

About Texas Pacific Land Corporation

Texas Pacific Land Corporation is one of the largest landowners in the State of Texas with approximately 882,000 acres of land, 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 provides revenue opportunities throughout the life cycle of a well. These revenue opportunities include fixed fee payments for use of the Company’s land, revenue for sales of materials (caliche) used in the construction of infrastructure, providing sourced water and/or treated produced water, revenue from the Company’s oil and gas royalty interests, and revenue related to saltwater disposal on the Company’s land. The Company also generates revenue from pipeline, power line and utility easements, commercial leases and temporary permits principally related to a variety of land uses including, but not limited to, midstream infrastructure projects and hydrocarbon processing facilities.

Visit TPL at <http://www.TexasPacific.com>.

Contact:

Investor Relations

IR@TexasPacific.com
