

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 27, 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 Number)

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

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. ☐

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 7.01 Regulation FD Disclosure.

On February 27, 2024, Texas Pacific Land Corporation ("TPL" or the "Company") issued a press release announcing that, on February 26, 2024, the Delaware Supreme Court affirmed the previously disclosed December 1, 2023 ruling of the Delaware Court of Chancery in favor of TPL in the litigation between TPL and Horizon Kinetics LLC, Horizon Kinetics Asset Management LLC, SoftVest Advisors, LLC and SoftVest, L.P. (collectively, the "Investor Group"), in *Horizon Kinetics, LLC, et al. v. Texas Pacific Land Corporation*, (C.A. No. 478, 2023) (Del.). A copy of the press release is furnished herewith as Exhibit 99.1.

The information contained in this Item 7.01 and in the accompanying Exhibit 99.1 shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to such filing. The information in this Item 7.01 and the accompanying Exhibit 99.1 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
99.1	Press release dated February 27, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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

TEXAS PACIFIC LAND CORPORATION

Date: February 27, 2024

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

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### **Delaware Supreme Court Affirms Ruling in Favor of Texas Pacific Land Corporation on Litigation Related to Stockholders' Agreement**

DALLAS – February 27, 2024 – Texas Pacific Land Corporation (NYSE: TPL) (“TPL” or the “Company”) announced today that the Delaware Supreme Court (the “Supreme Court”) affirmed the December 1, 2023 ruling of the Delaware Court of Chancery (the “Court of Chancery”) in favor of TPL in the litigation between the Company and Horizon Kinetics LLC, Horizon Kinetics Asset Management LLC, SoftVest Advisors, LLC and SoftVest, L.P. (collectively, the “Investor Group”), in *Horizon Kinetics, LLC, et al. v. Texas Pacific Land Corporation*, (C.A. No. 478, 2023) (Del.).

As previously disclosed, on December 1, 2023, the Court of Chancery issued a post-trial decision ruling in favor of the Company. Specifically, the Court of Chancery ruled that under the terms of the June 2020 Stockholders' Agreement between the Company and the Investor Group, at the Company's 2022 annual meeting of stockholders, the Investor Group should have voted with the Board's recommendation on Proposal 4, the Company's proposal to increase the number of authorized shares of common stock, which has been deemed approved by stockholders. On February 26, 2024, the Supreme Court affirmed the Court of Chancery's post-trial decision and final judgment in favor of the Company.

#### **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.

#### **TPL Investor Relations**

[IR@texaspacific.com](mailto:IR@texaspacific.com)