

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. **1**)*

TXO Partners, L.P.

(Name of Issuer)

Common Units representing limited partner interests

(Title of Class of Securities)

87313P103

(CUSIP Number)

Keith A. Hutton
c/o TXO Partners, L.P., 400 West 7th Street
Fort Worth, TX, 76102
(817) 334-7800

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

05/15/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 87313P103

1	Name of reporting person Keith A. Hutton
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) PF

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 4,820,215.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 4,820,215.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 4,820,215.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 9.1 %	
14	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13D

Item 1. Security and Issuer

- (a) Title of Class of Securities:
Common Units representing limited partner interests
- (b) Name of Issuer:
TXO Partners, L.P.
- (c) Address of Issuer's Principal Executive Offices:
400 West 7th Street, Fort Worth, TEXAS , 76102.

Item 1 Comment:

Explanatory Note: This Amendment No. 1 to Schedule 13D ("Amendment No. 1") amends and supplements the statement on Schedule 13D originally filed with the United States Securities and Exchange Commission on July 2, 2024 (as amended to date, the "Schedule 13D") relating to the Common Units representing limited partner interests (the "Common Units"), of TXO Partners, L.P., a Delaware limited partnership (the "Issuer"), whose principal executive office is located at 400 West 7th Street, Fort Worth, TX 76102.

Item 2. Identity and Background

- (a) Item 2 of the Schedule 13D is hereby amended and restated as follows:
The Schedule 13D is being filed by Keith A. Hutton (the "Reporting Person").
- (b) The business address of the Reporting Person is 400 West 7th Street, Fort Worth, TX 76102.
- (c) The Reporting Person's present principal occupation is Director of TXO Partners GP, LLC, the general partner of the Issuer.
- (d) None.
- (e) None.
- (f) Mr. Hutton is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented as follows:

On May 15, 2025, the Reporting Person purchased 700,000 Common Units in an underwritten offering at a price of \$15.00 per Common Unit. The Reporting Person used personal funds for this acquisition.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

Lock-Up Agreement

In connection with the Underwriting Agreement dated as of May 13, 2025, by and among the Issuer, TXO Partners GP, LLC, a Delaware limited liability company, and Raymond James & Associates, Inc. and Stifel Nicolaus & Company, as representatives of the several underwriters (the "Underwriting Agreement"), the Reporting Person agreed that he will not (i) offer, sell, contract to sell, pledge, grant any option to purchase or otherwise dispose of (collectively, a "Disposition") any Issuer securities, or any securities convertible into or exercisable or exchangeable for, or any rights to purchase or otherwise acquire, any Issuer securities held by him or acquired by him after May 13, 2025, or that may be deemed to be beneficially owned by him (collectively, the "Lock-Up Securities"), pursuant to the Securities Act of 1933 (the "Securities Act") and the Securities and Exchange Act of 1934, for a period commencing on May 13, 2025 and ending sixty (60) days thereafter, inclusive (the "Lock-Up Period"), without the prior written consent of the underwriters or (ii) exercise or seek to exercise or effectuate in any manner any rights of any nature that the Reporting Person has or may have hereafter to require the Issuer to register under the Securities Act the Disposition of any of the Lock-Up Securities held by him, or to otherwise participate as a selling security holder in any manner in any registration effected by the Issuer under the Securities Act, during the Lock-Up Period.

The foregoing description of the Lock-Up Agreement does not purport to be complete and is qualified in its entirety by the full text of thereof, a copy of which is attached as Exhibit 1 hereto and incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

(a) Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a) - (b)

Amount beneficially owned: 4,820,215

Percent of Class: 9.1%

(b) Number of shares the Reporting Person has:

Sole power to vote or direct the vote: 4,820,215

Shared power to vote: 0

Sole power to dispose or direct the disposition of: 4,820,215

Shared power to dispose or direct the disposition of: 0

The Reporting Person is the record holder of the Common Units reported herein.

The above percentage is based on 53,034,292 Common Units outstanding as of the date hereof, as disclosed on the Issuer's prospectus supplement filed with the Securities and Exchange Commission on May 13, 2025.

(c) Except as described in Item 3, during the past 60 days, the Reporting Person has not effected any transactions with respect to the Common Units.

(d) None.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended and restated as follows:

Except as described in Item 4 hereof, the Reporting Person does not have any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Issuer, including but not limited to any contracts, arrangements, understandings or relationships concerning the transfer or voting of such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended and supplemented as follows:

1: Form of Lock-Up Agreement (incorporated by reference to Exhibit 1.1 to the Issuer's Form 8-K filed on May 14, 2025).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Keith A. Hutton

Signature: /s/ Keith A. Hutton

Name/Title: Keith A. Hutton

Date: 05/19/2025