

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

**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): May 9, 2023

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**TXO Energy Partners, L.P. \***  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-41605**  
(Commission File Number)

**32-0368858**  
(IRS Employer Identification No.)

**400 West 7th Street, Fort Worth, Texas**  
(Address of principal executive offices)

**76102**  
(Zip Code)

**(817) 334-7800**  
Registrant's telephone number, including area code

(Former name or former address, if changed since last report.)

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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 Units representing limited partner interests	TXO	New York Stock Exchange

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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.

\*Prior to filing this report, the registrant's name has been changed to TXO Partners, L.P., which change will be reflected with the Securities and Exchange Commission in connection with future filings by the registrant.

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**Item 7.01 Regulation FD Disclosure.**

On May 9, 2023, TXO Partners, L.P. issued a press release announcing the declaration of its quarterly distribution for the first quarter of 2023 and outlook for distributions during the full year 2023. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Information in this Item 7.01 and Exhibit 99.1 of Item 9.01 below shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise incorporated by reference into any filing pursuant to the Securities Act of 1933, as amended, or the Exchange Act except as otherwise expressly stated in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release issued by TXO Partners, L.P. on May 9, 2023</a>
104.0	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

**TXO Partners, L.P.**

By: TXO Partners GP, LLC  
its general partner

Dated: May 9, 2023

By: /s/ Brent W. Clum  
Name: Brent W. Clum  
Title: President of Business Operations and Chief Financial Officer

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## PRESS RELEASE

### Contact Information:

TXO Partners  
Brent W. Clum  
President, Business Operations & CFO  
817.334.7800  
[ir@txopartners.com](mailto:ir@txopartners.com)

### Release Date:

May 9, 2023

TXO PARTNERS DECLARES FIRST QUARTER 2023 DISTRIBUTION OF \$0.50 ON COMMON UNITS; PROVIDES 2023 DISTRIBUTION OUTLOOK; FILES QUARTERLY REPORT ON FORM 10-Q AND ANNOUNCES NAME CHANGE

[Fort Worth, TX, May 9, 2023]—TXO Partners, L.P. (NYSE: TXO) (formerly known as TXO Energy Partners, L.P.) announced today that the Board of Directors of its general partner declared TXO's first quarterly distribution of \$0.50 per common unit for the quarter ended March 31, 2023. The quarterly distribution will be paid on May 30, 2023

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to eligible unitholders of record as of the close of trading on May 22, 2023. In accordance with the terms of TXO's partnership agreement, the amount of the distribution was prorated for the period from January 31, 2023 (the closing date of TXO's initial public offering) through March 31, 2023, based on the actual length of that period.

"We are proud of our successful initial public offering in January that launched TXO Partners as a new public company and want to thank our existing partners while welcoming new owners to our mission," stated Bob R. Simpson, Chairman and CEO. "Given our outlook for commodities and our prolific producing properties, we anticipate a full-year distribution of more than \$2 per unit with production growth greater than 2% for 2023."

President of Business Operations and CFO, Brent Clum, further commented, "Our unique strategy as a production and distribution enterprise is to maximize economic returns for the investor today, while managing our assets with a long-term vision. We believe our

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legacy assets provide operational confidence, and our stewardship as experienced owners drives financial discipline. We believe we can grow production and expand our resource base as well as providing, securing, and distributing real cash returns for our owners.”

Keith A. Hutton, President of Production and Development, also offers his insight: “Given our knowledge and experience with the properties, our technical team will deploy a highly efficient capital program and target high-impact additions to our existing footprint to enhance value over the long term.”

### **Quarterly Report on Form 10-Q**

TXO’s financial statements and related footnotes will be available in the Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, which TXO will file with the Securities and Exchange Commission (SEC) today. The 10-Q will be available on TXO’s Investor Relations website at [www.txopartners.com/investors](http://www.txopartners.com/investors) or on the SEC’s website at [www.sec.gov](http://www.sec.gov).

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## **Name Change**

Effective May 8, 2023, TXO changed its name from TXO Energy Partners, L.P. to TXO Partners, L.P. pursuant to an Amended & Restated Certificate of Limited Partnership filed with the Secretary of State of the State of Delaware. TXO's general partner changed its name from "TXO Energy GP, LLC" to "TXO Partners GP, LLC" on the same date.

TXO will begin trading under the name TXO Partners, L.P. effective May 19, 2023 and will continue to use the trading symbol "TXO."

## **Non-U.S. Withholding Information**

This press release is intended to be a qualified notice under Treasury Regulations Section 1.1446-4(b). Brokers and nominees should treat one hundred percent (100%) of TXO's distribution to foreign unitholders as being attributable to income that is effectively connected with a United States trade or business. Accordingly, TXO's distributions to foreign unitholders are subject to federal income tax withholding at the highest applicable effective tax rate.

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## **About TXO Partners, L.P.**

TXO Partners, L.P. is a master limited partnership focused on the acquisition, development, optimization and exploitation of conventional oil, natural gas, and natural gas liquid reserves in North America. TXO's current acreage positions are concentrated in the Permian Basin of West Texas and New Mexico and the San Juan Basin of New Mexico and Colorado.

## **Cautionary Statement Concerning Forward-Looking Statements**

Certain statements contained in this press release constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, without limitation, the words such as "may," "assume," "forecast," "could," "should," "will," "plan," "believe," "anticipate," "intend," "estimate," "expect," "project," "budget" and similar expressions, although not all forward-looking statements contain such identifying words. These forward-looking statements include our 2023

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distribution outlook, estimated average 2023 NYMEX pricing, our estimated average production volumes during 2023, our ability to execute our strategy and the impacts of future commodity price changes. These forward-looking statements are based on management's current belief, based on currently available information, as to the outcome and timing of future events at the time such statement was made, and it is possible that the results described in this press release will not be achieved. Our assumptions and future performance are subject to a wide range of business risks, uncertainties and factors, including, without limitation, the following: our ability to meet distribution expectations and projections; the volatility of oil, natural gas and NGL prices; our ability to safely and efficiently operate TXO's assets; uncertainties about our estimated oil, natural gas and NGL reserves, including the impact of commodity price declines on the economic producibility of such reserves, and in projecting future rates of production; and the risks and other factors disclosed in TXO's filings with the SEC, including its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

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Any forward-looking statement speaks only as of the date on which it is made, and, except as required by law, TXO does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. New factors emerge from time to time, and it is not possible for TXO to predict all such factors.