

**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): May 22, 2025**

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

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

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

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 8.01. Other Events.

TXO filed a registration statement on Form 8-A with the Securities and Exchange Commission in connection with the dual listing of its common units representing limited partner interests (the “Common Units”) with NYSE Texas, Inc. under the trading symbol "TXO." The Common Units are currently listed on the New York Stock Exchange under the symbol "TXO."

A copy of the press release announcing the dual listing is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 8.01 by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	TXO Partners, L.P. Press Release, dated May 22, 2025.
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.

TXO Partners, L.P.

By: TXO Partners GP, LLC
its general partner

Dated: May 22, 2025

By: /s/ Brent W. Clum
Name: Brent W. Clum
Title: Co-Chief Executive Officer and Chief Financial Officer

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PRESS RELEASE

Contact Information:

TXO Partners
Brent W. Clum
Co-CEO & CFO
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Release Date:

May 22, 2025

TXO PARTNERS ANNOUNCES DUAL LISTING ON NYSE TEXAS

FORT WORTH, TX, May 22, 2025—TXO Partners, L.P. (NYSE: TXO) (“TXO”) announced today a dual listing of its common units on NYSE Texas, Inc. (“NYSE Texas”), the newly launched, fully electronic equities exchange headquartered in Dallas, TX. TXO will maintain its primary listing on the New York Stock Exchange (the “NYSE”) and will trade under the same ticker symbol, “TXO,” on NYSE Texas

“The founders of TXO have a relationship with the NYSE dating back to 1980, with six listed companies over the last forty-five years,” stated

Gary D. Simpson, Co-Chief Executive Officer. “This new venture is a bold initiative for the exchange and TXO Partners in our home state.”

Brent W. Clum, Co-Chief Executive Officer and Chief Financial Officer, commented, “We are excited to support the launch of the NYSE Texas as a Founding Member. Fort Worth-based TXO Partners is Texas proud as a unique production and distribution company within the energy sector.”

“We are pleased to welcome and list TXO Partners as Founding Members of NYSE Texas,” said Chris Taylor, Chief Development Officer, NYSE Group. “As pioneers in the energy space, this listing cements both TXO’s and NYSE’s support for the innovation in capital markets across Texas and we thank Gary, Brent and the TXO team for their continued support of our world-class offerings.”

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, the San Juan Basin of New Mexico and Colorado and the Williston Basin of Montana and North Dakota.

Cautionary Statement Concerning Forward-Looking Statements

Certain statements contained in this press release may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include the words such as "possible," "if," "will," "expect," "project," "budget," and similar expressions, although not all forward-looking statements contain such identifying words. These forward-looking statements represent TXO's expectations or beliefs concerning future events, and it is possible that the results described in this press release will not be achieved, and they are subject to risks, uncertainties and other factors, many of which are outside of TXO's control, that could cause actual results to differ materially from the results discussed in the forward-looking statements.