

**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): November 5, 2024**

**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

**N/A**  
(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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On November 5, 2024, TXO Partners, L.P. (the “Partnership”) announced the appointment of Gary. D. Simpson as the Partnership’s President of Production and Development, effective as of November 5, 2024, succeeding Keith A. Hutton. Mr. Simpson, age 61, has served as Senior Vice President of the General Partner since January 2023. Mr. Simpson has been a consultant at the Partnership since its founding in 2012. Prior to joining the Partnership, Mr. Simpson served as Senior Vice President of Investor Relations & Finance and board member at XTO Energy Inc., prior to its acquisition by ExxonMobil Corporation in 2010. Mr. Simpson’s prior company affiliations include XTO Energy Inc., Simpson Oil & Land Company, Arco International Oil & Gas, Inc. and ExxonMobil Corporation. Mr. Simpson received a Bachelor of Science, magna cum laude, in Petroleum Engineering from Texas A&M University in 1985 and a Master of Fine Arts from the American Film Institute in 1996. Mr. Simpson is the nephew of Bob R. Simpson, Chief Executive Officer, Chairman and Director of the Partnership.

In connection with Mr. Simpson’s appointment, there will be no change to Mr. Simpson’s compensatory arrangement and Mr. Simpson will continue receiving his current salary and benefits.

There is no arrangement or understanding between Mr. Simpson and any other person pursuant to which Mr. Simpson was selected as an officer. Mr. Simpson does not have any direct or indirect material interest in any transaction or series of similar transactions contemplated by Item 404(a) of Regulation S-K. Mr. Simpson does not hold any other director positions in public companies.

Effective November 5, 2024, Mr. Hutton, will serve as Executive Vice President of the General Partner and will continue to serve as a member of the Board. Concurrent with his appointment as Executive Vice President, Mr. Hutton will no longer be deemed an “officer” of the General Partner for purposes of Section 16 of the Securities Exchange Act of 1934 (the “Exchange Act”) or an “executive officer” of the General Partner for purposes of Rule 3b-7 of the Exchange Act.

**Item 7.01 Regulation FD Disclosure.**

On November 5, 2024, the Partnership issued a press release announcing the declaration of its quarterly distribution for the third quarter of 2024. 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 November 5, 2024</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: November 5, 2024

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  
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### Release Date:

November 5, 2024

TXO PARTNERS DECLARES A THIRD QUARTER 2024 DISTRIBUTION OF \$0.58 ON  
COMMON UNITS; FILES QUARTERLY REPORT ON FORM 10-Q

[Fort Worth, TX, November 2024]—TXO Partners, L.P. (NYSE: TXO) announced today that the Board of Directors of its general partner declared a distribution of \$0.58 per common unit for the quarter ended September 30, 2024. The quarterly distribution will be paid on November 22, 2024, to eligible unitholders of record as of the close of trading on November 15, 2024.

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“TXO Partners continues to deliver in our field operations and our financial stewardship as we are proud to announce a \$0.58 distribution for the quarter,” stated Bob R. Simpson, Chairman and CEO. “Further, we continue to align our leadership with the ongoing strategy for a stellar future. With that, Gary D. Simpson is stepping into the position of President of Production and Development for the company. My business partner and life-long friend, Keith Hutton, is assuming the role of Executive Vice President to offer his expertise and wisdom more broadly across the company. As principal owners of TXO, our talent-rich team looks to prosper over the years ahead.”

“With the closing of our extensive Williston Basin assets in late August, we have fortified the portfolio and are pleased with the early economic returns,” commented President of Business Operations and CFO, Brent Clum. “We expect to see the benefits of these transactions in the upcoming quarter and will push that momentum in the years to come.”

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As a unique production and distribution enterprise, our team remains disciplined and focused.”

“I congratulate Keith for all of his success, and we will be expanding on our years of work together with the TXO development team,” stated Gary D. Simpson, President of Production and Development. “Throughout this year, we have successfully directed investment towards our oil projects and expect capital expenditures of about \$20 million. Going into next year, we will focus spending across our Texas, New Mexico, and Montana properties while being responsive to the commodity price environment.”

### **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 September 30, 2024, which TXO will file with the Securities and Exchange Commission

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(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).

### **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. For purposes of Treasury Regulations Section 1.1446(f)-4(c)(2)(iii), brokers and nominees should treat one hundred percent (100%) of the distributions as being in excess of cumulative net income for purposes of determining the amount to withhold. Nominees, and not TXO, are treated as withholding agents responsible for any necessary

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withholding on amounts received by them on behalf of foreign unitholders.

### **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 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 "may," "assume," "forecast," "could,"

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“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 2024 capital expenditure outlook, our ability to manage our cashflow, our ability to realize the anticipated benefits from the Williston Basin acquisitions, the timing, amount and area of focus of future investments in our assets 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

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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.

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.