

**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): March 19, 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

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:

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

Resignation of Bob R. Simpson as Chief Executive Officer

On March 19, 2025, Bob R. Simpson resigned from his position as Chief Executive Officer of TXO Partners GP, LLC (the “General Partner”), the general partner of TXO Partners, L.P. (the “Partnership”), effective April 1, 2025. He will continue to serve as Chairman of the board of directors of our General Partner (the “Board”).

Appointment of Brent W. Clum and Gary D. Simpson as Co-Chief Executive Officers

On March 19, 2025, in connection with the resignation of Bob R. Simpson, the Board appointed Brent W. Clum and Gary D. Simpson to serve as Co-Chief Executive Officers, effective April 1, 2025. Mr. Clum currently serves as the President of Business Operations, Chief Financial Officer and a Director of the General Partner, while Mr. Simpson currently serves as the General Partner’s President of Production and Development. Both will continue to serve in their respective roles alongside their new appointments. Mr. Simpson will serve as principal executive officer. Biographical and other information about each of Mr. Clum and Mr. Simpson can be found in the Partnership’s Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission on March 4, 2025 (the “Partnership’s Annual Report”), and incorporated by reference herein.

Neither Mr. Clum nor Mr. Simpson will receive any additional compensation for their roles as Co-Chief Executive Officer of the General Partner. As of the date of this report, any additional compensation to serve as Co-Chief Executive Officers has not yet been determined by the Board. The Partnership will disclose any compensation adjustment made in connection with these appointments, if any, as required.

There are no arrangements between Mr. Clum or Mr. Simpson, on the one hand, and any other persons, on the other hand, pursuant to which Mr. Clum or Mr. Simpson, as applicable, was appointed to serve as a Co-Chief Executive Officer of the General Partner. There are no family relationships between Mr. Clum and any director, executive officer or person nominated or chosen to become a director or executive officer of the General Partner, on the other hand. Mr. Simpson is the nephew of Bob R. Simpson. Neither Mr. Clum nor Mr. Simpson has any direct or indirect material interest in any transaction that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Appointment of Gary D. Simpson to the Board of Directors

On March 19, 2025, the Board appointed Gary D. Simpson to serve as a member of the Board of the General Partner, effective April 1, 2025. There are no arrangements between Mr. Simpson, on the one hand, and any other persons, on the other hand, pursuant to which Mr. Simpson was appointed to serve as a member of the Board. Mr. Simpson does not have any direct or indirect material interest in any transaction that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K. Mr. Simpson will not receive any additional compensation in connection with his appointment to the Board.

Item 7.01 Regulation FD Disclosure.

On March 19, 2025, the Partnership issued a press release announcing the leadership transition described above. 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	Press Release issued by TXO Partners, L.P. on March 19, 2025
104.0	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: March 19, 2025

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, L.P.
Brent W. Clum
817.334.7800
ir@txopartners.com

Release Date:

March 19, 2025

TXO PARTNERS ANNOUNCES LEADERSHIP CHANGES: GARY D. SIMPSON AND BRENT W. CLUM PROMOTED TO CO-CHIEF EXECUTIVE OFFICERS AND BOB R. SIMPSON TO REMAIN CHAIRMAN OF THE BOARD OF DIRECTORS

[Fort Worth, TX, March 2025]—TXO Partners, L.P. (NYSE: TXO) (the “Company”) announced today that Bob R. Simpson will retire from the office of Chief Executive Officer of the Company’s general partner (the “General Partner”), effective April 1, 2025. He will maintain his position as Chairman of the Board of Directors, ensuring continuity and strategic oversight. In conjunction with Mr. B. Simpson’s retirement, Gary D.

Simpson and Brent W. Clum will both be promoted to serve as Co-Chief Executive Officers. Additionally, effective April 1, 2025, Gary D. Simpson will join the Board of Directors of the General Partner. Mr. G. Simpson, who currently serves as President of Production and Development, will maintain his existing responsibilities. Mr. Clum, who currently serves as President of Business Operations, Chief Financial Officer, and Director of the General Partner, will also continue in these roles alongside his new appointment. The transition will take effect on April 1, 2025.

“I am proud of our success at TXO Partners, and my intent is to continue providing leadership from this key position on the Board. Importantly, our management team and ownership are supportive of this timely transition,” stated Bob R. Simpson. “With his promotion, Gary brings decades of experience and a comprehensive skill set to the CEO office. Furthermore, Brent’s wisdom, dedication and in-depth perspective fortify the executive position. Based on our years of work together, we believe these two men possess a seasoned knowledge of how to create value for our holders. Their energy, tenacity and vision will inspire our journey ahead for TXO.”

“No doubt, Bob is a legend within the energy industry. Over a remarkable career of fifty years, his entrepreneurial spirit, financial

stewardship and dogged endurance have forged his all-around success. We have been blessed to learn from him along the way. I am honored to partner with Brent to take the reins of CEO going forward,” said Gary D. Simpson. “We will maintain true to our mission as a production and distribution company. For our investors, the talented team at TXO is ready, willing and able to carry the legacy of success onwards.”

“Bob is not only a visionary, he is a great leader, a generous mentor and a trusted friend,” continued Brent W. Clum. “I am proud of what we have built through our partnership and stewardship and am determined to extend this legacy, with Gary, of building a powerful business where our investors and our employees are rewarded. Our success at TXO Partners is just beginning.”

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.