

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 3, 2019**

Texas Pacific Land Trust
(Exact name of registrant as specified in its charter)

Not Applicable
(State or other jurisdiction
of incorporation)

1-737
(Commission
File Number)

75-0279735
(IRS Employer
Identification No.)

1700 Pacific Avenue, Suite 2770
Dallas, Texas

(Address of principal
executive offices)

75201
(Zip Code)

Registrant's telephone number, including area code: **(214) 969-5530**

Not Applicable
(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))

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Sub-shares in Certificates of Proprietary Interest (par value \$0.03-1/3 per share)	TPL	New York Stock Exchange

Item 8.01 Other Events.

Proxy Supplement and Meeting Adjournment

On May 3, 2019, General Donald G. Cook, USAF (Retired), the incumbent trustees' candidate for election at the upcoming special meeting (the "Special Meeting") of holders of sub-share certificates of proprietary interest, par value \$0.03-1/3 ("Shareholders") of Texas Pacific Land Trust (the "Trust"), submitted a formal letter of resignation set forth as Exhibit 99.1 (the "Letter of Resignation") to the Trust. Pursuant to the Letter of Resignation, General Cook committed to resign as a trustee of the Trust, if elected, after no more than three years following his election, at which point he plans to stand for reelection if renominated.

The SEC has advised the Trust that it believes General Cook's commitment to resign after no more than three years following his election may constitute a "fundamental change" in the meaning of Note 1 to Rule 14a-6(a) of the Rules promulgated under Section 14 of Securities Exchange Act of 1934, as amended, which requires the filing and mailing of a supplement to the Trust's definitive proxy statement for the Special Meeting filed with the U.S. Securities and Exchange Commission (the "SEC") on April 8, 2019 (the "Proxy Supplement") to Shareholders. Consequently, the Trust intends to file and mail such Proxy Supplement no later than May 10, 2019.

To provide Shareholders with sufficient time to receive by mail and review such Proxy Supplement in order to be able to cast their votes on a fully informed basis, the Trust will convene and then adjourn, without conducting any business, the Special Meeting scheduled to occur at 10:00 a.m., Central Time, on May 22, 2019, and reconvene at the originally announced location in the offices of Sidley Austin LLP at 2021 McKinney Avenue, Suite 2000, Dallas, TX 75201, at 10:00 a.m. Central Time on June 6, 2019. The record date of March 28, 2019, and the proposal to be voted on at the Special Meeting remain unchanged. Shareholders who have voted do not need to recast their votes, and proxies previously submitted in respect of the Special Meeting will be voted at the adjourned meeting unless properly revoked.

Press Release

On May 8, 2019, the Trust issued a press release related to the foregoing, which press release is attached hereto as Exhibit 99.2 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<u>Letter of Resignation of General Cook, dated May 3, 2019.</u>
99.2	<u>Press Release of Texas Pacific Land Trust, dated May 8, 2019.</u>

SIGNATURE

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.

Date: May 8, 2019

TEXAS PACIFIC LAND TRUST

By: /s/ Robert Packer

Name: Robert Packer

Title: Chief Financial Officer

May 3, 2019

Trustees
Texas Pacific Land Trust.
1700 Pacific Avenue, Suite 2770
Dallas, TX 75201

Gentlemen:

If I should be elected as a Trustee of Texas Pacific Land Trust (the "Trust") at the 2019 special meeting of shareholders, I hereby tender my resignation as a Trustee of the Trust effective on the third anniversary of such election.

Very truly yours,

/s/ Donald G. Cook

Donald G. Cook

**Texas Pacific Land Trust to Adjourn Special Meeting in Order to Provide Shareholders
Sufficient Time to Review Proxy Supplement Required by SEC**

DALLAS (May 8, 2019) – Texas Pacific Land Trust (NYSE: TPL) (the “Trust”) today announced that, in response to a comment by the Securities and Exchange Commission (the “SEC”), the Trust will file and mail to shareholders a supplement to the Trust’s proxy statement (the “Proxy Supplement”) in connection with the special meeting (the “Special Meeting”) originally scheduled to be held on May 22, 2019. To provide shareholders sufficient time to receive by mail and review the Proxy Supplement in order to be able to cast their votes on a fully informed basis, the Trust will convene the Special Meeting before immediately adjourning – without conducting any business – until June 6, 2019. The reconvened meeting will be held at the originally scheduled location in Dallas, and the record date for the Special Meeting will remain unchanged.

The Trust’s nominee for the Trustee position, retired four-star General Donald “Don” G. Cook, has committed to resign after no more than three years. General Cook would stand for reelection if he is renominated, thus providing shareholders with the opportunity to evaluate his performance as a Trustee. General Cook has submitted a formal letter of resignation to that effect. The SEC advised the Trust that a supplement to the Trust’s proxy statement is required because General Cook’s commitment constitutes a fundamental change to the Trust’s proxy solicitation. The dissident group’s candidate, Eric Oliver, has not agreed to make a similar commitment.

“We have heard very clearly from shareholders their desire for the Trust to provide greater transparency,” said Trustee David E. Barry. “In that light, we believe it is especially important for all shareholders to have the opportunity to fully review the Proxy Supplement.”

Shareholders who have voted do not need to recast their votes, and proxies previously submitted will be voted at the adjourned meeting unless properly revoked. Shareholders can revoke their proxy and/or change their vote at any time prior to the closing of the polls at the Special Meeting. Only the latest-dated proxy will be counted.

The Trust urges shareholders to follow the recommendation of leading proxy advisory firm ISS and vote **FOR** General Don Cook using the **BLUE** proxy card. Shareholders can also read more information by visiting www.TrustTPL.com. If shareholders have any questions or need assistance in voting their shares, they may contact the Trust’s proxy solicitor:

MacKenzie Partners
1407 Broadway, 27th Floor
New York, New York 10018
(212) 929-5500 or call Toll-Free (800) 322-2885
Email: proxy@mackenziepartners.com

Forward-Looking Statements

This release may contain statements that are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements contained in this release, other than statements of historical fact, are “forward-looking statements” for purposes of these provisions, including statements regarding Texas Pacific’s future operations and prospects, the markets for real estate in the areas in which Texas Pacific owns real estate, applicable zoning regulations, the markets for oil and gas, production limits on prorated oil and gas wells authorized by the Railroad Commission of Texas, expected competitions, management’s intent, beliefs or current expectations with respect to Texas Pacific’s future financial performance and other matters. Texas Pacific cautions readers that various factors could cause its actual financial and operational results to differ materially from those indicated by forward-looking statements made from time-to-time in news releases, reports, proxy statements and other written communications, as well as oral statements made from time to time by representatives of Texas Pacific. The following factors, as well as any other cautionary language included in this release, provide examples of risks, uncertainties and events beyond our control that may cause Texas Pacific’s actual results to differ materially from the expectations Texas Pacific describes in such forward-looking statements: global economic conditions; market prices of oil and gas; the demand for water services by operators in the Permian Basin; the impact of government regulation; the impact of competition; the continued service of key management personnel; and other risks and uncertainties disclosed in Texas Pacific’s annual reports on Form 10-K and quarterly reports on Form 10-Q. We undertake no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, future events or other factors that affect the subject of these statements, except where we are expressly required to do so by law.

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