

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 20, 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.

On May 20, 2019, Texas Pacific Land Trust (the “*Trust*”) issued a press release titled, “All Three Independent Proxy Advisors Recommend TPL Shareholders Vote FOR General Don Cook” to the holders of sub-share certificates (“*Shareholders*”) to solicit proxies for the election of General Donald G. Cook, USAF (Retired), as a trustee at the Trust’s upcoming special meeting of Shareholders.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release of Texas Pacific Land Trust, dated May 20, 2019.

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 20, 2019

TEXAS PACIFIC LAND TRUST

By: /s/ Robert Packer

Name: Robert Packer

Title: Chief Financial Officer

**All Three Independent Proxy Advisors Recommend
TPL Shareholders Vote FOR General Don Cook**

Egan-Jones Joins ISS and Glass Lewis in Recommending the BLUE Card

DALLAS (May 20, 2019) --Texas Pacific Land Trust (NYSE: TPL) (“TPL” or the “Trust”) today announced that independent proxy advisory firm Egan-Jones Ratings Company (“Egan-Jones”) has joined both Institutional Shareholder Services (“ISS”) and Glass Lewis in recommending that TPL shareholders vote FOR retired four-star General Donald “Don” G. Cook using the BLUE proxy card. Egan-Jones’ endorsement means that ALL THREE leading proxy advisors recommend that shareholders vote FOR General Cook.

In its May 20, 2019 report, Egan-Jones concludes:¹

“In our view, **the current Board and management are the best in class in terms of qualifications, experience, expertise and independence, contrary to Mr. Oliver** who lacks public company experience. Further, we believe that his election to the Board poses potential conflict of interests, non-independent judgment due to Mr. Oliver’s undisclosed affiliations, which are detrimental to the best interests of the Company and its shareholders.”

Furthermore, Egan-Jones praises the strategy of TPL’s current Board and management, which have produced positive results for shareholders:

“We commend the exploration and continued maximization of Permian Basin and the strengthening of the Company’s operational segments, which resulted to favorable superior returns and stable cash flow for the Company and its shareholders. **This achievement, in our view, is attributable to the unprecedented hard work of the Board and management over the years.**”

Egan-Jones specifically highlights General Cook’s experience:

“General Cook brings to TPL exemplary leadership and corporate governance skills and **the Trust will benefit greatly from his extensive experience.**”

“We are pleased that all of the leading independent proxy advisors have unanimously concluded that General Cook is the right choice for TPL shareholders,” said Trustee David E. Barry. “It’s clear that General Cook has the skills, experience and independence to drive change at TPL while helping to continue its market-leading performance.”

The Trust urges shareholders to follow the recommendations of Egan-Jones, ISS and Glass Lewis by returning the BLUE proxy card to vote FOR General Cook and discarding the dissident group’s white proxy card. Shareholders can 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

¹ Permission to cite Egan-Jones was neither sought nor obtained. Emphasis added.

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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