

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Amendment No. 1  
to  
FORM 10

GENERAL FORM FOR REGISTRATION OF SECURITIES  
Pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934

TEXAS PACIFIC LAND CORPORATION  
(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

1700 Pacific Avenue, Suite 2900  
Dallas, Texas

(Address of principal executive offices)

75-0279735

(I.R.S. employer  
identification number)

75201

(Zip code)

(214) 969-5530

(Registrant's telephone number, including area code)

With copies to:

George J. Vlahakos  
Sidley Austin LLP  
1000 Louisiana Street, Suite 5900  
Houston, Texas 77002  
(713) 495-4522

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

Title of Each Class to be so Registered

Common Stock, par value \$0.01 per share

Name of Each Exchange on which  
Each Class is to be Registered

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transaction period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

### **Explanatory Note**

Texas Pacific Land Corporation is filing this Amendment No. 1 (this "Amendment") to its Registration Statement on Form 10 (File No. 001-39804) (the "Registration Statement") as an exhibit-only filing to file Exhibit 8.1 to the Registration Statement. Accordingly, this Amendment consists of only the cover page, this explanatory note, the exhibit index to the Registration Statement, the signature page to the Registration Statement and Exhibit 8.1. The information statement contained in Exhibit 99.1 to the Registration Statement is unchanged and has been omitted.

**Item 15. Financial Statements and Exhibits.**

***(a) Financial Statements and Schedule***

The information required by this item is contained under the sections of the information statement entitled “Selected Historical Consolidated Financial Data of TPL Trust,” “Summary Selected Unaudited Pro Forma Consolidated Financial Information” and “Index to Financial Statements” and the financial statements referenced therein. Those sections and the financial statements references therein are incorporated herein by reference.

**(b) Exhibits**

The following documents are filed as exhibits hereto:

<b>Exhibit Number</b>	<b>Exhibit Description</b>
3.1*	<a href="#">Form of Amended and Restated Certificate of Incorporation of Texas Pacific Land Corporation.</a>
3.2*	<a href="#">Form of Amended and Restated Bylaws of Texas Pacific Land Corporation.</a>
8.1	<a href="#">Opinion of Sidley Austin LLP relating to certain tax matters.</a>
10.1*	<a href="#">Form of Contribution Agreement by and between Texas Pacific Land Trust and Texas Pacific Land Corporation.</a>
10.2*	<a href="#">Form of Indemnification Agreement by and between Texas Pacific Land Corporation and individual directors or officers.</a>
10.3	<a href="#">Form of Indemnification Agreement by and between Texas Pacific Land Trust and individual trustees (incorporated by reference to Exhibit 10.1 to Texas Pacific Land Trust's Current Report on Form 8-K filed on June 30, 2020 (File No. 001-00737)).</a>
10.4*	<a href="#">Form of Amended and Restated Employment Agreement by and between Texas Pacific Land Corporation and Tyler Glover.</a>
10.5*	<a href="#">Form of Amended and Restated Employment Agreement by and between Texas Pacific Land Corporation and Robert J. Packer.</a>
10.6	<a href="#">Settlement Agreement dated July 30, 2019 (incorporated by reference to Exhibit 99.1 to Texas Pacific Land Trust's Current Report on Form 8-K filed on July 31, 2019 (File No. 001-00737)).</a>
10.7	<a href="#">First Amendment to Settlement Agreement dated February 20, 2020 (incorporated by reference to Exhibit 10.1 to Texas Pacific Land Trust's Current Report on Form 8-K filed on February 20, 2020 (File No. 001-00737)).</a>
10.8	<a href="#">Second Amendment to Settlement Agreement dated March 6, 2020 (incorporated by reference to Exhibit 10.1 to Texas Pacific Land Trust's Current Report on Form 8-K filed on March 6, 2020 (File No. 001-00737)).</a>
10.9	<a href="#">Stockholders' Agreement dated June 11, 2020 (incorporated by reference to Exhibit 10.1 to Texas Pacific Land Trust's Current Report on Form 8-K filed on June 15, 2020 (File No. 001-00737)).</a>
10.10*	<a href="#">First Amendment to Stockholder's Agreement, dated December 14, 2020.</a>
21.1*	<a href="#">List of Subsidiaries.</a>
99.1*	<a href="#">Information Statement of Texas Pacific Land Corporation, preliminary and subject to completion, dated December 14, 2020.*</a>

\* Previously filed.

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**TEXAS PACIFIC LAND CORPORATION**

By: /s/ Tyler Glover

Name: Tyler Glover

Title: President and Chief Executive Officer

Date: December 28, 2020

**SIDLEY**

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1000 LOUISIANA STREET  
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AMERICA • ASIA PACIFIC • EUROPE

December 28, 2020

Re: Texas Pacific Land Corporation Form 10

Ladies and Gentlemen:

We have acted as counsel for Texas Pacific Land Trust (“TPL Trust”), in connection with the corporate reorganization into and distribution of (the “Reorganization”) Texas Pacific Land Corporation (“TPL Corporation”), as described in the registration statement filed by TPL Corporation with the Securities Exchange Commission (“SEC”) on Form 10 (File No. 001-39804) under the Securities Act of 1933 (the “Registration Statement”). All capitalized terms used but not defined in this opinion shall have the meanings set forth in the Registration Statement.

In rendering our opinion we have examined and relied, with your consent, on (i) the Registration Statement; (ii) the Contribution Agreement; (iii) the representation letters, dated on or around the date hereof, addressed to us from TPL Trust and TPL Corporation (the “Officer’s Certificates”); and (iv) such other documents and corporate records as we have deemed necessary or appropriate for purposes of our opinion. In addition, we have assumed that any agreements that have not yet been executed will be executed substantially in the form of the relevant drafts as in existence as of the date hereof.

In rendering our opinion we have assumed, with your consent, that (i) all signatures are genuine, all natural persons are of legal capacity, all documents submitted to us are authentic originals, or if submitted as duplicates or certified or conformed copies that they faithfully reproduce the originals thereof; (ii) all such documents have been or will be duly executed to the extent required in the form presented to us; (iii) all representations and statements set forth in such documents are true, correct and complete as of the date hereof; (iv) any representation or statement qualified by belief, knowledge, materiality or any similar qualification is true, correct and complete without such qualification; (v) all events described in such documents that are expected, planned or intended to occur or not occur will in fact occur or not occur, as applicable, and all obligations imposed on any party by any such document have been or will be performed or satisfied in accordance with their terms; and (vi) TPL Trust, TPL Corporation, and their subsidiaries will treat the Reorganization for U.S. federal tax purposes in a manner consistent with the opinion set forth below.

Our opinion is based on statutory, regulatory and judicial authority existing as of the date hereof, any of which may be changed at any time with retroactive effect. A change in applicable law may affect our opinion. In addition, our opinion is based solely on the documents that we have examined and the facts and assumptions set forth above. For the purpose of our opinion, we have not made an independent investigation or audit of the facts set forth in the above-referenced documents or in the Officer’s Certificate. Any variation or difference in such documents or inaccuracies of such assumptions may affect our opinion. Our opinion cannot be relied upon if any of our assumptions are inaccurate in any material respect. We assume no responsibility to inform you of any subsequent changes in the matters stated or represented in the documents described above or assumed herein or in statutory, regulatory and judicial authority and interpretations thereof. Our opinion is not binding upon the IRS or the courts, and there is no assurance that the IRS or a court will not take a contrary position. We express our opinion only as to those matters specifically addressed in this letter, and no opinion has been expressed or should be inferred as to the tax consequences of the Reorganization under any state, local or non-U.S. laws or with respect to other areas of U.S. federal taxation.

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Based upon and subject to the foregoing and to the assumptions and limitations set forth herein and in the Registration Statement under the caption “Material U.S. Federal Income Tax Consequences”, and assuming that the Reorganization is consummated as described in the Registration Statement and the Officer’s Certificate, the discussion set forth in the Registration Statement under the caption “Material U.S. Federal Income Tax Consequences” sets forth our opinion as to the material U.S. federal income tax consequences of the Reorganization to U.S. Holders of sub-share certificates of TPL Trust.

We hereby consent to the filing of this opinion with the SEC as Exhibit 8.1 to the Registration Statement. We also consent to the references to our firm under the caption “Material U.S. Federal Income Tax Consequences” in the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the rules and regulations of the SEC.

Very truly yours,

/s/ Sidley Austin LLP

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