

**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): September 4, 2024

Mach Natural Resources LP
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41849
(Commission File Number)

93-1757616
(IRS Employer
Identification No.)

14201 Wireless Way, Suite 300, Oklahoma City, Oklahoma
(Address of principal executive offices)

73134
(Zip Code)

(405) 252-8100
Registrant's telephone number, including area code

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))

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	MNR	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 2.01. Completion of Acquisition or Disposition of Assets.

On October 13, 2023, Mach Natural Resources LP, a Delaware limited partnership (the "Partnership") entered into that certain Contribution Agreement, by and among the Partnership, Mach Natural Resources Holdco LLC, Mach Natural Resources Intermediate LLC and the other contributors party thereto (the "Contribution Agreement"), that effected the reorganization transactions in connection with the Partnership's initial public offering. The Partnership is filing updated financial statements for BCE-Mach LLC, a Delaware limited liability company ("Mach I"), and BCE-Mach II LLC, a Delaware limited liability company ("Mach II"), under Item 9.01 of this Form 8-K in connection with the offering described in Item 8.01 of this Form 8-K.

The foregoing description is qualified in its entirety by reference to the full text of the Contribution Agreement, which is attached as Exhibit 10.1 to the Current Report on Form 8-K dated as of October 24, 2023 and is incorporated herein by reference.

Item 8.01. Other Events.

On September 4, 2024, the Partnership issued a press release announcing that the Partnership intends to offer for sale 9,031,413 common units representing limited partner interests in the Partnership, assuming the underwriters exercise their option to purchase up to an additional 1,178,010 common units, pursuant to a Registration Statement on Form S-1 filed by the Partnership with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, on September 4, 2024.

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

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The audited consolidated financial statements of Mach I and Mach II as of and for the years ended December 31, 2022 and 2021 contained in our Registration Statement on Form S-1/A filed with the SEC on October 16, 2023 are attached hereto as Exhibits 99.2 and 99.3, respectively, and are incorporated herein by reference.

The unaudited consolidated financial statements of Mach I and Mach II as of and for the nine months ended September 30, 2023 contained in our Registration Statement on Form S-1 filed with the SEC on September 4, 2024 are attached hereto as Exhibits 99.4 and 99.5, respectively, and are incorporated herein by reference.

(b) Pro Forma Financial Information.

The unaudited pro forma financial data of the Partnership as of and for the year ended December 31, 2023 contained in our Registration Statement on Form S-1 filed with the SEC on September 4, 2024 is attached hereto as Exhibit 99.6 and is incorporated herein by reference.

Exhibit No.	Description
99.1	Press release, dated September 4, 2024.
99.2	Audited Condensed Financial Statements of BCE-Mach LLC as of December 31, 2022 and 2021 and for the years ended December 31, 2022 and 2021 (incorporated by reference to our Registration Statement on Form S-1/A filed with the SEC on October 16, 2023)
99.3	Audited Condensed Financial Statements of BCE-Mach II LLC as of December 31, 2022 and 2021 and for the years ended December 31, 2022 and 2021 (incorporated by reference to our Registration Statement on Form S-1/A filed with the SEC on October 16, 2023)
99.4	Unaudited Condensed Financial Statements of BCE-Mach LLC as of September 30, 2023 and for the nine months ended September 30, 2023 (incorporated by reference to our Registration Statement on Form S-1 filed with the SEC on September 4, 2024)
99.5	Unaudited Condensed Financial Statements of BCE-Mach II LLC as of September 30, 2023 and for the nine months ended September 30, 2023 (incorporated by reference to our Registration Statement on Form S-1 filed with the SEC on September 4, 2024)
99.6	Unaudited Pro Forma Condensed Combined Financial Information of Mach Natural Resources LP for the year ended December 31, 2023 (incorporated by reference to our Registration Statement on Form S-1 filed with the SEC on September 4, 2024)
104	Cover Page Interactive Data File (formatted as Inline XBRL).

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.

Mach Natural Resources LP

By: Mach Natural Resources GP LLC,
its general partner

By: /s/ Tom L. Ward
Name: Tom L. Ward
Title: Chief Executive Officer

Dated: September 4, 2024



Mach Natural Resources LP Announces Launch of Public Offering of Common Units

OKLAHOMA CITY, Oklahoma, September 4, 2024 — Mach Natural Resources LP (NYSE: MNR) (“Mach” or the “Company”) announced today the launch of its public offering (the “Offering”) of 7,853,403 common units representing limited partner interests in Mach (the “common units”). Mach will also grant the underwriters an option to purchase up to an additional 1,178,010 common units at the public offering price, less underwriting discounts and commissions. Mach intends to use the net proceeds from the Offering to fund its two pending acquisitions of certain oil and gas assets located in the Ardmore Basin of Oklahoma and the Anadarko Basin of Kansas and Oklahoma, and for general partnership purposes which may include future acquisitions. Our common units trade on the New York Stock Exchange under the ticker symbol “MNR.”

Raymond James & Associates, Inc., Stifel, Nicolaus & Company, Incorporated and Truist Securities, Inc. are acting as joint book-running managers for the Offering. Johnson Rice & Company L.L.C. and Stephens Inc. are serving as co-managers for the Offering. The Offering of these securities is being made only by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended. When available, a copy of the preliminary prospectus may be obtained from any of the following sources:

Raymond James & Associates, Inc.
Attention: Syndicate
880 Carillon Parkway
St. Petersburg, Florida 33716
Telephone: (800) 248-8863
Email: prospectus@raymondjames.com

Stifel, Nicolaus & Company, Incorporated
Attention: Syndicate Department
1 South Street, 15th Floor
Baltimore, MD 21202
Telephone: (855) 300-7136
Email: syndprospectus@stifel.com

Truist Securities, Inc
Attention: Equity Capital Markets
3333 Peachtree Road NE, 9th Floor
Atlanta, GA 30326
Telephone: (800) 685-4786
Email: truistsecurities.prospectus@truist.com

Important Information

A registration statement relating to these securities has been filed with the Securities and Exchange Commission (the “SEC”) but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. The registration statement may be obtained free of charge at the SEC’s website at www.sec.gov under “Mach Natural Resources LP.” This press release does not constitute an offer to sell or the solicitation of an offer to buy securities, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

FOR FURTHER INFORMATION, PLEASE CONTACT:

Mach Natural Resources LP
Investor Relations Contact: ir@machnr.com

About Mach Natural Resources LP

Mach Natural Resources LP is an independent upstream oil and gas Company focused on the acquisition, development and production of oil, natural gas and NGL reserves in the Anadarko Basin region of Western Oklahoma, Southern Kansas and the panhandle of Texas.

Cautionary Note Regarding Forward-Looking Statements

This release contains statements that express Mach’s opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results, in contrast with statements that reflect historical facts. All statements, other than statements of historical fact included in this release regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements, including, but not limited to, statements regarding the size of the Offering and our ability to complete the Offering. When used in this release, words such as “may,” “assume,” “forecast,” “could,” “should,” “will,” “plan,” “believe,” “anticipate,” “intend,” “estimate,” “expect,” “project,” “budget” and similar expressions are used to identify forward-looking statements, although not all forward-looking statements contain such identifying words. 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. Such statements are subject to a number of assumptions, risk and uncertainties, many of which are beyond the control of Mach, including prevailing market conditions and other factors. Please read Mach’s filings with the SEC, including “Risk Factors” in Mach’s Annual Report on Form 10-K, which is on file with the SEC, for a discussion of risks and uncertainties that could cause actual results to differ from those in such forward-looking statements.

As a result, these forward-looking statements are not a guarantee of our performance, and you should not place undue reliance on such statements. Any forward-looking statement speaks only as of the date on which such statement is made, and Mach undertakes no obligation to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise.