

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 13, 2025

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 2.02. Results of Operations and Financial Condition.

On March 13, 2025, Mach Natural Resources LP (the "Company") issued a press release (the "Press Release") providing information on its results of operations and financial condition and reserves for the year ended December 31, 2024. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information under this Item 2.02 and in Exhibit 99.1 to this Report is being furnished and shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section. The information under this Item 2.02 and in Exhibit 99.1 to this Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended (the "Securities Act").

Item 7.01. Regulation FD Disclosure.

In addition to providing the results of operations and financial condition the year ended December 31, 2024, the Press Release announced the Company's declaration of its quarterly distribution for the fourth quarter of 2024. The full text of the Press Release is furnished as Exhibit 99.1 to this Report and is incorporated herein by reference.

The information under this Item 7.01 and in Exhibit 99.1 to this Report is being furnished and shall not be deemed "filed" for the purpose of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that Section. The information under this Item 7.01 and in Exhibit 99.1 to this Report shall not be incorporated by

reference into any registration statement or other document pursuant to the Securities Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release issued March 13, 2025.
104	Cover Page Interactive Data File (formatted as Inline XBRL).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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

Dated: March 13, 2025

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



Mach Natural Resources LP Reports Fourth Quarter and Full Year 2024 Financial and Operating Results

OKLAHOMA CITY, Oklahoma, March 13, 2025 — Mach Natural Resources LP (NYSE: MNR) (“Mach” or the “Company”) today reported financial and operating results for the three and twelve months ended December 31, 2024. In addition, today the Company improved its available free cash flow in 2025 as a result of lowering the midpoint of its interest expense by \$22 million.

Fourth-Quarter 2024 Highlights

- Delivered total net production of 86.7 thousand barrels of oil equivalent per day (“Mboe/d”)
- Lease operating expense of \$6.17 per barrel of oil equivalent (“Boe”)
- Reported net income and Adjusted EBITDA⁽¹⁾ of \$37 million and \$162 million, respectively
- Generated net cash provided by operating activities of \$134 million
- Incurred total development costs of \$60 million
- Successfully integrated two acquisitions of oil and gas assets located in (i) the Anadarko Basin of Kansas and Oklahoma and (ii) the Ardmore Basin of Oklahoma

Full-Year 2024 Highlights

- Delivered total net production of 86.7 Mboe/d
- Lease operating expense of \$5.69 Boe was below the low-end of guidance
- Reported net income and Adjusted EBITDA⁽¹⁾ of \$185 million and \$601 million, respectively
- Generated net cash provided by operating activities of \$505 million
- Incurred total development costs of \$239 million, resulting in a reinvestment rate of 47%
- Paid cash distributions to the Company’s unitholders of \$310 million, or \$3.20 per unit
- Achieved cash return on capital invested of 25%
- Reported total proved reserves⁽³⁾ of 337 million barrels of oil equivalent (“MMBoe”) with a present value of SEC proved reserves discounted at 10% (“PV-10”) of \$1.9 billion ⁽²⁾⁽³⁾

Recent Highlights

- Closed a bolt-on acquisition for a purchase price of approximately \$30 million with total proved reserves of 10 MMBoe and a PV-10 of approximately \$64 million
- Completed a public offering (the “Offering”) resulting in gross proceeds of \$230 million including the fully exercised over-allotment option
- Proceeds from the Offering were used to partially pay down the Company’s term loan, lowering our pro forma net-debt-to-Adjusted-EBITDA ratio from 1.0x at December 31, 2024 to 0.8x
- Entered into a new revolving credit facility with an initial borrowing base of \$750 million
- Repaid in full and terminated the Company’s term loan credit agreement and senior secured revolving credit agreement
- Declared a quarterly cash distribution of \$0.50 per unit for the fourth quarter of 2024

Full-Year 2025 Outlook

- Plan to invest \$260 million to \$280 million of total capital for development
- Forecast full year total net production ranging from 79 MBoe/d to 83 MBoe/d

Tom L. Ward, Chief Executive Officer commented, “Everything we do at Mach is calibrated for one purpose: to maximize distributions while maintaining a disciplined reinvestment rate. With this as our measure of success, we are pleased with our 2024 results. We paid \$3.20 per unit in distributions and achieved a 24% total shareholder return. With our 5-year CROCI⁽⁴⁾ at 32%, we are confident that our return-of-capital strategy positions Mach well to deliver an industry-leading distribution again in 2025.”

Tom L. Ward continued, “Post year-end, we closed a bolt-on acquisition, executed another successful equity offering, and improved our cost of borrowing by refinancing our term loan with a new revolving credit facility. The combined effect of these three transactions highlights our ongoing ability to generate accretion to our distribution while protecting our strong balance sheet. As we progress into 2025, our four-pillar strategy will continue to guide our decisions, ensuring we are disciplined in our reinvestment and focused on returns.”

Financial Results

Mach reported total revenue and net income of \$235 million and \$37 million in the fourth quarter of 2024, respectively. For the full year 2024, Mach reported total revenue and net income of \$970 million and \$185 million, respectively. During the fourth quarter, the average realized price was \$70.06 per barrel of oil, \$2.31 per thousand cubic feet of natural gas, and \$25.82 per barrel of natural gas liquids (“NGLs”). These prices exclude the effects of derivatives.

As of December 31, 2024, Mach had a cash balance of \$106 million and a pro forma net-debt-to-Adjusted-EBITDA ratio of 1.0x.

Operational Results

During the fourth quarter of 2024, Mach achieved average oil equivalent production of 86.7 Mboe/d, which consisted of 24% oil, 52% natural gas, and 24% NGLs. Also, for the fourth quarter of 2024, Mach’s production revenues from oil, natural gas, and NGLs sales totaled \$241 million, comprised of 56% oil, 24% natural gas, and 20% NGLs.

The Company spud 11 gross (9 net) operated wells and brought online 10 gross (8 net) operated wells in the fourth quarter of 2024. As of December 31, 2024, the Company had 6 gross (5 net) operated wells in various stages of drilling and completion.

Mach’s lease operating expense in the fourth quarter of 2024 was \$49 million, or \$6.17 per Boe. Mach incurred \$27 million, or \$3.36 per Boe, of gathering and processing expenses in the fourth quarter of 2024. Furthermore, during the fourth quarter of 2024, production taxes as a percentage of oil, natural gas, and NGL sales were approximately 4.9%, midstream operating profit was approximately \$4 million, general and administrative expenses—excluding equity-based compensation of \$2 million—was \$8 million, and interest expense was \$24 million.

In the fourth quarter of 2024, Mach’s total development costs were \$60 million, including \$56 million of upstream capital and \$4 million of other capital (including midstream

Year-End SEC Reserves

At December 31, 2024, Mach's total estimated SEC proved reserves⁽³⁾ were 337 MMBoe, comprised of 53% natural gas, 27% NGLs and 20% oil. The PV-10⁽²⁾ was \$1.9 billion at December 31, 2024.

Distributions

The Company's quarterly cash distribution for the fourth quarter of 2024 of \$0.50 per unit was announced February 13, 2025. The quarterly cash distribution is to be paid on March 13, 2025, to the Company's unitholders of record as of the close of trading on February 27, 2025.

2025 Outlook

Mach previously announced its 2025 outlook on November 12, 2024. Today the Company reaffirmed the operational portion of its outlook and lowered the interest expense midpoint by \$22 million. In 2025, the Company plans to spend \$260 million to \$280 million in total capital for development, while upholding Mach's targeted reinvestment rate of no more than 50% of operating cash flow. The 2025 forecast for total production is expected to range between 79 MBoe/d to 83 MBoe/d. Additional details of Mach's forward-looking guidance are available on the Company's website at www.machnr.com.

Conference Call and Webcast Information

Mach will host a conference call and webcast at 8:00 a.m. Central (9:00 a.m. Eastern) on Friday, March 14, 2025, to discuss its fourth quarter 2024 results. Supplemental slides will be posted to the Company's website. Participants can access the conference call by dialing 877-407-2984. A webcast link to the conference call will be provided on the Company's website at www.machnr.com. A replay will also be available on the Company's website following the call.

¹ Adjusted EBITDA is a non-GAAP measure. Mach has defined this measure and provided reconciliations of this non-GAAP measure to its most directly comparable financial measure calculated and presented in accordance with U.S. generally accepted accounting principles ("GAAP") at the conclusion of this press release under "Non-GAAP Financial Measures and Disclosures."

² PV-10 is a non-GAAP financial measure and represents the present value of estimated future cash inflows from proved oil and gas reserves, less future development and production costs, discounted at 10% per annum to reflect the timing of future cash flows. For more information on PV-10 and Standardized Measure, see "Non-GAAP Financial Measures and Disclosures" at the conclusion of this press release.

³ Mach's estimated net proved reserves were determined using average first-day-of-the-month prices for the prior 12 months in accordance with SEC regulations. The unweighted arithmetic average first-day-of-the-month prices for the prior 12 months were \$78.22 per barrel for oil and \$2.64 per MMBtu for natural gas at December 31, 2024. These base prices were adjusted for differentials on a per-property basis, which may include local basis differentials, fuel costs and shrinkage.

⁴ CROCI is a non-GAAP financial measure. For more information on CROCI, see "Non-GAAP Financial Measures and Disclosures" at the conclusion of this press release.

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. For more information, please visit www.machnr.com.

FOR FURTHER INFORMATION, PLEASE CONTACT:

Mach Natural Resources LP

Investor Relations Contact: ir@machnr.com

Non-GAAP Financial Measures and Disclosures

This press release includes non-GAAP financial measures. Pursuant to regulatory disclosure requirements, Mach is required to reconcile non-GAAP financial measures to the related GAAP information (GAAP refers to generally accepted accounting principles). Reconciliations of these non-GAAP measures are provided below. Reconciliations of these non-GAAP measures, along with other financial and operational disclosures, are also within the supplemental tables that are available on the Company's website at www.machnr.com and in the related Form 10-K filed with the Securities and Exchange Commission (the "SEC").

Adjusted EBITDA⁽¹⁾

We include in this press release the supplemental non-GAAP financial performance measure Adjusted EBITDA and provide our calculation of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to net income, our most directly comparable financial measures calculated and presented in accordance with GAAP. We define Adjusted EBITDA as net income before (1) interest expense, net, (2) depreciation, depletion, amortization and accretion, (3) unrealized (gain) loss on derivative instruments, (4) equity-based compensation expense, (5) credit losses, and (6) (gain) loss on sale of assets.

Adjusted EBITDA is used as a supplemental financial performance measure by our management and by external users of our financial statements, such as industry analysts, investors, lenders, rating agencies and others, to more effectively evaluate our operating performance and our results of operation from period to period and against our peers without regard to financing methods, capital structure or historical cost basis. We exclude the items listed above from net income in arriving at Adjusted EBITDA because these amounts can vary substantially from company to company within our industry depending upon accounting methods and book values of assets, capital structures and the method by which the assets were acquired. Adjusted EBITDA is not a measurement of our financial performance under GAAP and should not be considered as an alternative to, or more meaningful than, net income as determined in accordance with GAAP or as indicators of our operating performance. Certain items excluded from Adjusted EBITDA are significant components in understanding and assessing a company's financial performance, such as a company's cost of capital and tax burden, as well as the historic costs of depreciable assets, none of which are reflected in Adjusted EBITDA. Our presentation of Adjusted EBITDA should not be construed as an inference that our results will be unaffected by unusual items. Our computations of Adjusted EBITDA may not be identical to other similarly titled measures of other companies.

	Three Months Ended December 31, 2024	Twelve Months Ended December 31, 2024
<i>(\$ in thousands)</i>		
Net Income Reconciliation to Adjusted EBITDA:		
Net income	\$ 36,517	\$ 185,179
Interest expense, net	23,629	100,179
Depreciation, depletion, amortization and accretion	69,859	270,967
Unrealized (gain) loss on derivative instruments	30,330	36,311
Equity-based compensation expense	1,782	6,531
Credit losses	350	2,240
(Gain) Loss on sale of assets	(337)	(686)
Adjusted EBITDA	\$ 162,130	\$ 600,721

PV-10 and Standardized Measure⁽²⁾

Certain of our oil and natural gas reserve disclosures included in this Annual Report are presented on a PV-10 basis. PV-10 is a non-GAAP financial measure and represents the estimated present value of the future cash flows less future development and production costs from our proved reserves before income taxes, discounted using a 10% discount rate. PV-10 of proved reserves generally differs from the standardized measure of discounted future net cash flows from production of proved oil and natural gas reserves (the “Standardized Measure”), the most directly comparable GAAP financial measure, because it does not include the effects of future income taxes, as is required under GAAP in computing the Standardized Measure. The Company is a limited partnership treated as a partnership for federal and state income tax purposes, and accordingly is not subject to entity level taxation. However, the Company does pay franchise taxes in the state of Texas, which are represented as income taxes in the calculation of the Company’s Standardized Measure. The impact of these taxes was approximately \$1 million.

We believe that the presentation of a pre-tax PV-10 value provides relevant and useful information because it is widely used by investors and analysts as a basis for comparing the relative size and value of our proved reserves to other oil and natural gas companies. Because many factors that are unique to each individual company may impact the amount and timing of future income taxes, the use of PV-10 value provides greater comparability when evaluating oil and natural gas companies. The PV-10 value is not a measure of financial or operating performance under GAAP, nor is it intended to represent the current market value of proved oil and gas reserves. However, the definition of PV-10 value as defined above may differ significantly from the definitions used by other companies to compute similar measures. As a result, the PV-10 value as defined may not be comparable to similar measures provided by other companies.

Investors should be cautioned that neither PV-10 nor Standardized Measure of proved reserves represents an estimate of the fair market value of our proved reserves. We and others in the industry use PV-10 as a measure to compare the relative size and value of estimated reserves held by companies without regard to the specific tax characteristics of such entities.

Cash Return on Capital Invested (“CROCI”)⁽⁴⁾

CROCI is defined as cash flow from operations plus interest expense, divided by the average of both the prior and current year’s total current assets less cash and cash equivalents less total current liabilities plus the current portion of long-term debt plus proved oil and natural gas properties plus other property, plant and equipment plus other assets. CROCI is presented based on our management’s belief that this non-GAAP measure is useful information to investors when evaluating our profitability and the efficiency with which management has employed capital over time. CROCI is not a measure of financial performance under GAAP and should not be considered an alternative to net income, as defined by GAAP.

Cautionary Note Regarding Forward-Looking Statements

This release contains statements that express the Company’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. 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, risks and uncertainties, many of which are beyond the control of the Company. These include, but are not limited to, commodity price volatility; the impact of epidemics, outbreaks or other public health events, and the related effects on financial markets, worldwide economic activity and our operations; uncertainties about our estimated oil, natural gas and natural gas liquids reserves, including the impact of commodity price declines on the economic producibility of such reserves, and in projecting future rates of production; the concentration of our operations in the Anadarko Basin; difficult and adverse conditions in the domestic and global capital and credit markets; lack of transportation and storage capacity as a result of oversupply, government regulations or other factors; lack of availability of drilling and production equipment and services; potential financial losses or earnings reductions resulting from our commodity price risk management program or any inability to manage our commodity risks; failure to realize expected value creation from property acquisitions and trades; access to capital and the timing of development expenditures; environmental, weather, drilling and other operating risks; regulatory changes, including potential shut-ins or production curtailments mandated by the Railroad Commission of Texas, the Oklahoma Corporation Commission and/or the Kansas Corporation Commission; competition in the oil and natural gas industry; loss of production and leasehold rights due to mechanical failure or depletion of wells and our inability to re-establish their production; our ability to service our indebtedness; any downgrades in our credit ratings that could negatively impact our cost of and ability to access capital; cost inflation; political and economic conditions and events in foreign oil and natural gas producing countries, including embargoes, continued hostilities in the Middle East and other sustained military campaigns, the war in Ukraine and associated economic sanctions on Russia, conditions in South America, Central America, China and Russia, and acts of terrorism or sabotage; evolving cybersecurity risks such as those involving unauthorized access, denial-of-service attacks, malicious software, data privacy breaches by employees, insiders or others with authorized access, cyber or phishing attacks, ransomware, social engineering, physical breaches or other actions; and risks related to our ability to expand our business, including through the recruitment and retention of qualified personnel. Please read the Company’s filings with the SEC, including “Risk Factors” in the Company’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 the Company undertakes no obligation to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise.