SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
WARD TOM L.	MACH NATURAL RESOURCES LP [MNR]	X Director; X 10% Owner; X Officer (give title below); X Other (specify below)
(Last) (First) (Middle): 14201 WIRELESS WAY, SUITE 300	3. Date of Earliest Transaction (Month/Day/Year): 11/09/2026	See Remarks / See Remarks
(Street): OKLAHOMA CITY OK 73134	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line): X Form filed by One Reporting Person; Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units	11/09/2026		P		55,000	A	$9.21(1)	13,522,452	I	Held by Tom L. Ward 1992 Revocable Living Trust(3)
Common Units	11/10/2026		P		55,000	A	$9.13(2)	13,577,452	I	Held by Tom L. Ward 1992 Revocable Living Trust(3)
Common Units								421,100	I	Held by Mach Resources LLC(4)
Common Units								167,030	I	Held by Tom L. Ward Family Foundation(5)
Common Units								76,628	I	Held by WCT Resources LLC(6)
Common Units								14,315,136	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These common units were purchased by the Tom L. Ward 1992 Revocable Living Trust (the "Trust") in multiple transactions at prices ranging from $9.14 to $9.27, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of common units purchased at each separate price within the ranges set forth in this footnote (1) to this Form 4.

2. The price reported in Column 4 is a weighted average price. These common units were purchased by the Trust in multiple transactions at prices ranging from $9.05 to $9.24, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of common units purchased at each separate price within the ranges set forth in this footnote (2) to this Form 4.

3. The Reporting Person is the Trustee of the Trust. By virtue of the relationship, the Reporting Person may be deemed to have or share beneficial ownership of the securities held of record by the Trust, but the Reporting Person disclaims any beneficial ownership of the reported securities other than to the extent of any pecuniary interest he may have therein, directly, or indirectly.

4. The Reporting Person exercises control over Mach Resources LLC ("Mach Resources"). Mach Resources is owned 50.5% by Tom L. Ward through the Trust and 49.5% by WCT Resources which is owned by certain trusts affiliated with Mr. Ward. By virtue of the relationship, the Reporting Person may be deemed to have or share beneficial ownership of the securities held of record by Mach Resources, but the Reporting Person disclaims any beneficial ownership of the reported securities other than to the extent of any pecuniary interest he may have therein, directly or indirectly.

5. The Reporting Person exercises control over the Tom L. Ward Family Foundation (the "Foundation"). By virtue of the relationship, the Reporting Person may be deemed to have or share beneficial ownership of the securities held of record by the Foundation, but the Reporting Person disclaims any beneficial ownership of the reported securities other than to the extent of any pecuniary interest he may have therein, directly, or indirectly.

6. The Reporting Person exercises control over WCT Resources which is owned by certain trusts affiliated with Mr. Ward. By virtue of the relationship, the Reporting Person may be deemed to have or share beneficial ownership of the securities held of record by WCT Resources, but the Reporting Person disclaims any beneficial ownership of the reported securities other than to the extent of any pecuniary interest he may have therein, directly or indirectly.

Remarks:

The Reporting Person is Chief Executive Officer of Mach Natural Resources GP LLC, the general partner of the Issuer (the "General Partner"). The Issuer is managed by the directors and executive officers of the General Partner.

/s/ Michael E. Reel, as attorney-in-fact for the Reporting Person	11/12/2026
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.