

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <u>Diamondback Energy, Inc.</u>  (Last) (First) (Middle) 500 WEST TEXAS AVENUE, SUITE 1200  (Street) MIDLAND TX 79701  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RATTLER MIDSTREAM LP [ RTLR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			

**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					
Class B Units representing limited partner interests	(1)(2)	05/28/2019		A		107,815,152		(1)(2)	(1)(2)	Common units representing limited partner interests	(3)	107,815,152 (1)(2)	I	By Subsidiary (5)
Units in Rattler Midstream Operating LLC	(1)(2)	05/28/2019		A		107,815,152		(1)(2)	(1)(2)	Common units representing limited partner interests	(4)	107,815,152 (1)(2)	I	By Subsidiary (5)

1. Name and Address of Reporting Person* <u>Diamondback Energy, Inc.</u>  (Last) (First) (Middle) 500 WEST TEXAS AVENUE, SUITE 1200  (Street) MIDLAND TX 79701  (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

[Energen Resources Corp](#)

(Last) (First) (Middle)

500 WEST TEXAS AVENUE, SUITE 1200

(Street)

MIDLAND TX 79701

(City) (State) (Zip)

**Explanation of Responses:**

1. Pursuant to an exchange agreement, dated May 28, 2019, certain holders can tender units in Rattler Midstream Operating LLC ("OpCo") and an equal number of Class B units ("Class B Units") representing limited partner interests in Rattler Midstream LP (the "Partnership") (together, the "Tendered Units") for redemption by the Partnership and OpCo. Such holder has the right to receive, at the election of OpCo with the approval of the conflicts committee of the board of directors of Rattler Midstream GP LLC, the general partner of the Partnership (the "General Partner"), either the number of common units representing limited partner interests in the Partnership ("Common Units") equal to the number of Tendered Units or a cash payment equal to the sum of (i) the number of Tendered Units multiplied by the average daily trading price of the Common Units for the prior 20 days plus (ii) the number of Tendered Units multiplied by the quotient of \$1,000,000 divided by the number of then outstanding
2. (Footnote 1 continued) Class B Units. In addition, the Partnership has the right but not the obligation, to directly purchase such Tendered Units for, subject to the approval of the conflicts committee of the board of directors of the General Partner, cash or Common Units at its election.
3. These securities were acquired by Energen Resources Corporation in connection with the contribution of \$1,000,000 to the Partnership.
4. These securities were acquired by Energen Resources Corporation in consideration for the tender of its previous membership interests in Rattler Midstream Operating LLC.
5. This Form 4 is being filed jointly by Diamondback Energy, Inc. and Energen Resources Corporation (together, the "Reporting Persons"). Diamondback Energy, Inc. is the sole shareholder of Energen Corporation, which is the sole shareholder of Energen Resources Corporation, and Diamondback Energy, Inc. is the sole member of the General Partner, which owns the non-economic general partner interest in the Partnership.

**Remarks:**

On the basis of the relationship between the Reporting Persons (whether directly or through their affiliates) and certain directors of the General Partner, the Reporting Persons may be deemed to be directors of the Issuer.

[/s/ Teresa L. Dick as Executive  
Vice President, Chief  
Accounting Officer and 05/29/2019  
Assistant Secretary of  
Diamondback Energy, Inc.](#)  
[/s/ Teresa L. Dick as Executive  
Vice President, Chief  
Accounting Officer and 05/29/2019  
Assistant Secretary of Energen  
Resources Corporation](#)

\*\* 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.