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): November 5, 2019

RATTLER MIDSTREAM LP

(Exact Name of Registrant as Specified in Charter)

DE	001-38919	83-1404608
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer
		Identification Number)
500 West Texas		
Suite 1200		
Midland, ^{TX}		79701
(Address of principal executive offices)		(Zip code)
(Re	(432) 221-7400 gistrant's telephone number, including area code	<u>e</u>)
(Former	Not Applicable name or former address, if changed since last r	eport)
Check the appropriate box below if the Form 8-K is intended to s	imultaneously satisfy the filing obligation of the	e Registrant under any of the following provisions:
$\hfill\square$ Written communications pursuant to Rule 425 under the Secu	nrities Act (17 CFR 230.425)	
\square Soliciting material pursuant to Rule 14a-12 under the Exchan	ge 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))
\square Pre-commencement communications pursuant to Rule 13e-4((c) under the Exchange Act (17 CFR 240.13e-4((c))
Securities regis	stered pursuant to Section 12(b) of the Securities	Exchange Act of 1934:
		ach exchange on which registered
Common Units		Nasdaq Stock Market LLC SDAQ Global Select Market)
	(IAA.	DD11Q Global Sciect Market)

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 November 5, 2019, Rattler Midstream LP, a subsidiary of Diamondback Energy, Inc., issued a press release reporting financial and operating results for the third quarter ended September 30, 2019. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

Exhibits

Number	Exhibit
99.1	Press release dated November 5, 2019, entitled "Rattler Midstream LP, a subsidiary of Diamondback Energy, Inc., Reports Third Quarter
	2019 Financial and Operating Results."
104	Cover Page Interactive Data File (formatted as Inline XBRL).

SIGNATURE

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.

RATTLER MIDSTREAM LP

By: Rattler Midstream GP LLC,

its general partner

By: /s/ Teresa L. Dick

Date:

November 5, 2019

Name: Teresa L. Dick

Title: Chief Financial Officer, Executive Vice President and

Assistant Secretary



Exhibit 99.1

RATTLER MIDSTREAM LP, A SUBSIDIARY OF DIAMONDBACK ENERGY, INC., REPORTS THIRD QUARTER 2019 FINANCIAL AND OPERATING RESULTS

MIDLAND, Texas, November 5, 2019 (GLOBE NEWSWIRE) -- Rattler Midstream LP (NASDAQ: RTLR) ("Rattler" or the "Company"), a subsidiary of Diamondback Energy, Inc. (NASDAQ: FANG) ("Diamondback"), today announced financial and operating results for the third quarter ended September 30, 2019.

THIRD QUARTER 2019 HIGHLIGHTS

- Q3 2019 consolidated net income (including non-controlling interest) of \$48.1 million, consolidated adjusted EBITDA (as defined and reconciled below) of \$67.0 million
- Q3 2019 capital expenditures of \$84.6 million
- Q3 2019 average produced water volumes of 846 MBbl/d, up 10% over Q2 2019 and 157% over Q3 2018
- Q3 2019 average fresh water volumes of 384 MBbl/d, down 14% over Q2 2019 and up 37% over Q3 2018
- Q3 2019 average crude oil gathering volumes of 89 MBbl/d, up 14% over Q2 2019 and 62% over Q3 2018
- Q3 2019 average gas gathering volumes of 91 BBtu/d, up 8% over Q2 2019 and 95% over Q3 2018
- Announced \$355 million joint acquisition of Reliance Gathering, LLC ("Reliance Gathering") with Oryx Midstream ("Oryx");
 Rattler to own 60% of the joint venture with anticipated close in the fourth quarter of 2019

2020 CAPITAL AND OPERATING PLAN HIGHLIGHTS

- Full year 2020 adjusted EBITDA guidance of \$350 \$400 million, up 44% at the midpoint from the midpoint of 2019 guidance, including \$40 \$60 million from equity method investments
- Full year 2020 capital expenditures guidance of \$200 \$225 million down 15% at the midpoint from 2019 guidance excluding contributions to equity method investments
- Full year 2020 average produced water volumes of 950 1,050 MBbl/d, up 27% at the midpoint from the midpoint of 2019 guidance
- Full year 2020 average fresh water volumes of 400 425 MBbl/d, up 6% at the midpoint from the midpoint of 2019 guidance
- Full year 2020 average crude oil gathering volumes of 100 110 MBbl/d, up 24% at the midpoint from the midpoint of 2019 guidance
- Full year 2020 average gas gathering volumes of 100 120 BBtu/d, up 38% at the midpoint from the midpoint of 2019 guidance

• Expected 2020 contributions to equity method investments of ~\$100 million, which will complete the majority of expected capital contributions to existing equity method investments

"Rattler continued to execute in its second quarter as a public company with continued volume growth in the oil gathering and salt water disposal segments during the quarter, while fresh water volumes declined due to Diamondback's allocation of frac spreads to legacy Energen acreage positions, where Rattler does not currently own fresh water assets. Rattler has produced positive discretionary free cash flow through the first three quarters of 2019, excluding contributions to equity investments, a trend expected to continue into 2020. The initial 2020 plan, released today, shows a company expected to grow adjusted EBITDA by over 44% year over year due to core business growth and the addition of significant contributions from equity investments ramping up in 2020, while base business capex is expected to decline by ~15% year over year. Over the long term, Rattler expects to grow its free cash flow per unit through a base business that continues to grow with Diamondback's volumes, while capex required to grow its base business declines. Two of our pipeline equity investments are scheduled to ramp up in 2020, which, along with our acquisition of Reliance Gathering, are expected to increase our oil exposure and add to the free cash flow per unit growth of the company," stated Travis Stice, Chief Executive Officer of Rattler's general partner.

Mr. Stice continued, "Rattler has now made two major equity investments since going public a few months ago, a trend which we do not expect to continue in a meaningful way. The Company took advantage of going public with no leverage to make the investments in Wink to Webster and Reliance Gathering without having to access the capital markets, which was presented as an investment highlight at the time of IPO. Both of these investments fit into our strategy of growing oil weighted exposure in projects where Diamondback has a strong presence and line of sight to growth and development. Rattler has now invested in the three pipelines expected to transport almost all of Diamondback's anticipated oil production for many years, as well as a gathering system where Diamondback has active development and significant inventory for multi-year growth."

OPERATIONS AND FINANCIAL UPDATE

During the third quarter of 2019, the Company recorded total operating income of \$52.6 million and consolidated net income (including non-controlling interest) of \$48.1 million. This represents a decrease in total operating income of 5% over the second quarter of 2019 and an increase of 132% over the third quarter of 2018, and an increase in consolidated net income (including non-controlling interest) of 3% over the second quarter of 2019 and 170% over the third quarter of 2018.

Third quarter 2019 Adjusted EBITDA (as defined and reconciled below) was \$67.0 million, up 1% from \$66.6 million in Q2 2019 and up 133% from \$28.7 million in Q3 2018.

During the third quarter of 2019, average produced water volumes were 846 MBbl/d, up 10% over Q2 2019 and 157% over Q3 2018. Average fresh water volumes were 384 MBbl/d, down 14% over Q2 2019 and up 37% over Q3 2018. Average oil gathering volumes were 89 MBbl/d, up 14% over Q2 2019 and 62% over Q3 2018. Average gas gathering volumes were 91 BBtu/d, up 8% over Q2 2019 and 95% over Q3 2018.

Third quarter capital expenditures totaled \$84.6 million, and aggregate contributions to equity method long-haul pipeline joint ventures were \$38.7 million.

As of September 30, 2019, the Company had a cash balance of \$2.7 million and \$497.0 million available under its \$600.0 million revolving credit facility.

CASH DISTRIBUTION

On October 31, 2019, the board of directors of the General Partner approved a cash distribution for the third quarter of 2019 of \$0.25 per common unit, totaling \$0.34 per common unit as prorated for the period from the closing of the IPO through September 30, 2019, payable on November 22, 2019, to unitholders of record at the close of business on November 15, 2019.

RELIANCE GATHERING

On October 3, 2019, Rattler and Oryx Midstream, a portfolio company of Stonepeak Infrastructure Partners, announced that OMOG JV LLC, their newly-formed joint venture entity (the "Joint Venture"), had entered into a definitive purchase and sale agreement with Reliance Midstream, LLC and other third-party sellers to acquire 100% of Reliance Gathering for \$355 million in cash, subject to certain adjustments under the purchase and sale agreement. In accordance with their membership interests in the Joint Venture, Rattler and Oryx will pay 60% and 40% of the purchase price, respectively.

Pursuant to the limited liability company agreement entered into in connection with the formation of the Joint Venture, the Joint Venture will be managed by a board of managers consisting of designees of Rattler and Oryx. Oryx will be the operator of the gathering system under an operating and management services agreement entered into with the Joint Venture.

The acquisition is anticipated to close in the fourth quarter of 2019, subject to certain closing conditions, including the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act. Rattler intends to fund its portion of the purchase price for the pending acquisition that is due at closing with cash on hand and borrowings under its credit facility. Rattler will account for the Joint Venture as an equity method investment.

GUIDANCE UPDATE

Below is Rattler's guidance for the full year 2019 and initial guidance for 2020.

	Rattler Midstrea	m LP Guidance
	Updated 2019	2020
Rattler Volumes		
Produced Water Gathering Volumes (MBbl/d)	775 - 800	950 - 1,050
Fresh Water Gathering Volumes (MBbl/d)	375 - 400	400 - 425
Oil Gathering Volumes (MBbl/d)	80 - 90	100 - 110
Gas Gathering Volumes (BBtu/d)	75 - 85	100 - 120
Financial Metrics (\$ millions except per unit metrics)		
Adjusted EBITDA	\$255 - \$265	\$350 - \$400
Equity Method Investment EBITDA	-	\$40 - \$60
Operated Midstream Capex ^(a)	~\$250	\$200 - \$225
Long-Haul Pipeline Contributions	\$260 - \$270	~\$100
Depreciation, Amortization & Accretion	\$40 - \$50	\$45 - \$55
Annualized Distribution per Unit	\$1.00	-
(a) Includes ~\$17 million of acquisitions in 2H 2019		

CONFERENCE CALL

Rattler will host a conference call and webcast for investors and analysts to discuss its results for the third quarter of 2019 on Wednesday, November 6, 2019 at 10:00 a.m. CT. Participants should call (877) 288-2756

(United States/Canada) or (470) 495-9481 (International) and use the confirmation code 3998143. A telephonic replay will be available from 1:00 p.m. CT on Wednesday, November 6, 2019 through Wednesday, November 13, 2019 at 1:00 p.m. CT. To access the replay, call (855) 859-2056 (United States/Canada) or (404) 537-3406 (International) and enter confirmation code 3998143. A live broadcast of the earnings conference call will also be available via the internet at www.rattlermidstream.com under the "Investors" section of the site. A replay will also be available on the website following the call.

About Rattler Midstream LP

Rattler Midstream LP is a growth-oriented Delaware limited partnership formed in July 2018 by Diamondback Energy, Inc. to own, operate, develop and acquire midstream infrastructure assets in the Midland and Delaware Basins of the Permian Basin. Rattler provides crude oil, natural gas and water-related midstream services (including fresh water sourcing and transportation and saltwater gathering and disposal) to Diamondback under long-term, fixed-fee contracts. For more information, please visit www.rattlermidstream.com.

About Diamondback Energy, Inc.

Diamondback is an independent oil and natural gas company headquartered in Midland, Texas focused on the acquisition, development, exploration and exploitation of unconventional, onshore oil and natural gas reserves in the Permian Basin in West Texas. For more information, please visit www.diamondbackenergy.com.

Forward-Looking Statements

This news release contains forward-looking statements within the meaning of the federal securities laws. All statements, other than historical facts, that address activities that Rattler assumes, plans, expects, believes, intends or anticipates (and other similar expressions) will, should or may occur in the future are forward-looking statements. The forward-looking statements are based on management's current beliefs, based on currently available information, as to the outcome and timing of future events, including specifically the statements regarding any pending, completed or future acquisitions discussed above. These forward-looking statements involve certain risks and uncertainties that could cause the results to differ materially from those expected by the management of Rattler. Information concerning these risks and other factors can be found in Rattler's filings with the Securities and Exchange Commission ("SEC"), including its Final Prospectus, dated May 22, 2019 and filed May 24, 2019, and current report on Form 8-K filed with the SEC on May 29, 2019, which can be obtained free of charge on the SEC's web site at http://www.sec.gov. Rattler undertakes no obligation to update or revise any forward-looking statement.

Rattler Midstream LP Consolidated Balance Sheets (unaudited, in thousands, except unit amounts)

	September 30, 2019	December 31, 2018
Assets		
Current assets:		
Cash	\$ 2,694	\$ 8,564
Accounts receivable—related party	29,858	18,274
Accounts receivable—third party	2,894	1,849
Fresh water inventory	13,039	9,200
Other current assets	615	4,209
Total current assets	49,100	42,096
Property, plant and equipment:		
Land	88,509	70,373
Property, plant and equipment	883,724	415,888
Accumulated depreciation, amortization and accretion	(53,166)	(28,317)
Property, plant and equipment, net	919,067	457,944
Right of use assets	742	_
Equity method investments	224,990	_
Real estate assets, net	99,664	93,023
Intangible lease assets, net	8,754	10,954
Other assets	3,931	_
Total assets	\$ 1,306,248	\$ 604,017

Rattler Midstream LP Consolidated Balance Sheets - Continued (unaudited, in thousands, except unit amounts)

	Sej	ptember 30, 2019	D	ecember 31, 2018
Liabilities and Unitholders' Equity				
Current liabilities:				
Accounts payable—third party	\$	104	\$	100
Other accrued liabilities		73,066		51,804
Taxes payable		108		11,514
Short-term lease liability		742		_
Total current liabilities		74,020		63,418
Long-term debt		103,000		_
Asset retirement obligations		9,520		561
Deferred income taxes		4,560		12,912
Total liabilities		191,100		76,891
Commitment and contingencies				
Unitholders' equity:				
Limited partners member's equity—Diamondback		_		527,125
General partner—Diamondback		1,000		_
Common units—public (43,700,000 units issued and outstanding as of September 30, 2019)		738,699		_
Class B units—Diamondback (107,815,152 units issued and outstanding as of September 30, 2019)		1,000		1
Total Rattler Midstream LP unitholders' equity		740,699		527,126
Non-controlling interest		374,449		_
Total equity		1,115,148		527,126
Total liabilities and unitholders' equity	\$	1,306,248	\$	604,017

Rattler Midstream LP Consolidated Statements of Operations (unaudited, in thousands, except per unit data)

	Th	ree Months En	ded	September 30,	N	ine Months End	led S	led September 30,	
		2019		2018		2019		2018	
				Predecessor				Predecessor	
Revenues:									
Revenues—related party	\$	104,866	\$	46,369	\$	296,508	\$	124,170	
Revenues—third party		6,840		(82)		15,405		279	
Rental income—related party		1,399		672		3,370		1,683	
Rental income—third party		1,894		2,087		5,999		6,053	
Other real estate income—related party		111		707		265		779	
Other real estate income—third party		305		(452)		818		_	
Total revenues		115,415		49,301		322,365		132,964	
Costs and expenses:									
Direct operating expenses		29,789		8,458		76,381		24,656	
Cost of goods sold (exclusive of depreciation and amortization)		17,350		10,850		46,252		24,368	
Real estate operating expenses		742		553		1,963		1,371	
Depreciation, amortization and accretion		11,736		6,039		31,798		17,830	
General and administrative expenses		3,240		729		7,677		1,409	
(Gain) loss on sale of property, plant and equipment		_		_		(4)		2,568	
Total costs and expenses		62,857		26,629		164,067		72,202	
Income from operations		52,558		22,672		158,298		60,762	
Other income (expense):									
Interest expense, net		(553)		_		(638)		_	
Expense from equity investments		(631)		_		(695)		_	
Total other income (expense)		(1,184)		_		(1,333)		_	
Net income before income taxes		51,374		22,672		156,965		60,762	
Provision for income taxes		3,294		4,892		22,850		13,114	
Net income after taxes	\$	48,080	\$	17,780	\$	134,115	\$	47,648	
Net income before initial public offering					\$	65,995			
Net income subsequent to initial public offering					\$	68,120			
Net income attributable to non-controlling interest subsequent to initial public offering		36,549				51,786			
Net income attributable to Rattler Midstream LP	\$	11,531			\$	16,334			
Net income attributable to common limited partners per unit - subsequent to initial public offering:									
Basic	\$	0.26			\$	0.37			
Diluted	\$	0.26			\$	0.37			
Weighted average number of limited partner units outstanding:					-				
Basic		43,700				43,564			
Diluted		44,836				44,710			
		. 1,000				11,710			

Rattler Midstream LP Consolidated Statements of Cash Flows (unaudited, in thousands)

Net income \$ 134,15 \$ 4,6468 Adjustments to reconcile net income to aces provided by operating activities: 22,850 13,114 Provision for deferred income taxes 22,850 13,144 Depreciation, amortization and accretion 31,798 17,830 (Gain) loss on sale of property, plant and equipment 40 2,568 Unit-based compensation expense 2,989 Expense from equity method investment 605 Changes in operating assets and liabilities: Accounts receivable—related party (10,911 16,945 40,191 Accounts psyable, accrued liabilities and taxes payable 30,791 16,945 Other assets, including inventory (13,028) 420 Other assets, including inventory (13,028) 420 Other substitutions to requity method investments (76,141) Other substitutions to requity method investments (76,141) Proceeds from investing activities (18,754) (108,595) Ost flows from financing activities (26,356) (10,805) Proce		Nin	e Months End	ed Se	ptember 30,
Cash flows from operating activities: S 134,15 \$ 1,04,68 Adjustments to reconcile net income to net cash provided by operating activities: 22,85 13,114 Provision for deferred income taxes 22,85 13,114 Depreciation, amortization and accretion 31,798 17,830 (Gian) loss on sale of property, plant and equipment 2,898 Expense from equity method investment 2,899 Changes in operating assers and liabilities: 16,911 Accounts receivable—third party (45,297) 16,911 Accounts receivable—third party (10,005) Accounts payable, accredul liabilities and taxes payable 30,791 16,945 Other assets, including inventory (13,008) 420 Not cash provided by operating activities (13,008) 420 Not soft from investing activities (187,544) (100,959 Contributions to property, plant and equipment (187,544) (100,959 Cost flows from finactivities (187,544) (100,959 Cost flows from fine sale of fixed assets 18			2019	2018	
Net income \$ 134,15 \$ 4,6468 Adjustments to reconcile net income to aces provided by operating activities: 22,850 13,114 Provision for deferred income taxes 22,850 13,144 Depreciation, amortization and accretion 31,798 17,830 (Gain) loss on sale of property, plant and equipment 40 2,568 Unit-based compensation expense 2,989 Expense from equity method investment 605 Changes in operating assets and liabilities: Accounts receivable—related party (10,911 16,945 40,191 Accounts psyable, accrued liabilities and taxes payable 30,791 16,945 Other assets, including inventory (13,028) 420 Other assets, including inventory (13,028) 420 Other substitutions to requity method investments (76,141) Other substitutions to requity method investments (76,141) Proceeds from investing activities (18,754) (108,595) Ost flows from financing activities (26,356) (10,805) Proce				P	redecessor
Adjustments to reconcile net income to net cash provided by operating activities: Provision for deferred income taxes Depreciation, amortization and accretion (Gain) loss on sale of property, plant and equipment Expense from equity method investment Changes in operating assets and liabilities: Accounts receivable—related parry Accounts receivable—related parry Accounts receivable—third	Cash flows from operating activities:				
Provision for deferred income taxes 22,850 13,144 Depreciation, amorization and accretion 31,798 17,830 (Gain) loss on sale of property, plant and equipment 2,999 — Expense from equity method investment 695 — Expense from equity method investment 695 — Changes in operating assets and liabilities — 16,911 Accounts receivable—ethict party 11,045 (11,045) Accounts receivable—third party 11,045 16,911 Accounts receivable—third party 13,020 16,911 Accounts receivable—third party 13,020 16,912 Accounts receivable—third party 13,020 16,912 Accounts receivable—third party 11,045 11,045 Other assets, including inventory 13,020 16,942 Other assets, including inventory 16,036 115,425 Charles for ministrating activities (187,54) 108,959 Charles proveded from investing activities 18 — Proceeds from borrowings from credit facility 112,000 —	Net income	\$	134,115	\$	47,648
Depreciation, amortization and accretion 31,783 17,830 (Gain) loss on sale of property, plant and equipment 44 2,588 Unit-based compensation expense 2,989 - Expense from equity method investment 605 - Changes in operating assets and liabilities 1,014 1,014 Accounts receivable—related party (1,045) (1,104) Accounts receivable—third party (1,045) (1,104) Other assets, including inventory (13,028) 420 Net can provided by operating activities 163,02 15,02 Other assets, including inventory (18,154) (108,959) Cosh flows from investing activities (187,54) (108,959) Cosh flows from investing activities (187,54) (108,959) Cosh flows from the sale of fixed assets 18 - Net cash used in investing activities (263,667) (108,959) Cosh flows from financing activities 112,000 - Payments on credit facility 112,000 - Poceeds from initial public offering—public 719,376 -	Adjustments to reconcile net income to net cash provided by operating activities:				
(Gain) loss on sale of property, plant and equipment 4,968 Unit-based compensation expense 2,989 Expense from equity method investment 3 Changes in operating assets and liabilities: **** Accounts receivable—elated party 45,991 16,911 Accounts receivable—blird party 10,092 40,915 Accounts receivable—claid party 10,308 420 Other assets, including inventory (13,038 420 Net cash provided by operating activities 163,364 115,425 Cash flows from investing activities (187,544) 40,859 Contributions to equity method investments (76,141) 4 Contributions to equity method investments (18,058) 4 Contributions to equity method investments (18,059) 4 Proceeds from the sale of fixed assets 18 6 Retail university activities (263,659) 10,859 Debt sisuance costs (28,059) 4 Pober issuance costs (3,99) 4 Net proceeds from initial public offering—General Partner 9,00 4	Provision for deferred income taxes		22,850		13,114
Unit-based compensation expense 2,989 — Expense from equity method investment 6 — Changes in operating assers and liabilities: — 16,911 Accounts receivable—related party (16,951 16,911 Accounts payable, accrued liabilities and taxes payable 30,791 16,945 Other assets, including inventory (13,028) 420 Net cash provided by operating activities 163,64 115,425 Other shows from investing activities (187,544) 10,895 Contributions to equity method investments (76,141) — Contributions to equity method investments 18 — Proceeds from the sale of fixed assets 18 — Proceeds from the sale of fixed assets 18 — Proceeds from floating activities (263,667) (10,895) Cash used in investing activities (263,667) (10,895) Proceeds from floating activities (263,667) (10,895) Portugated for minicial public offering—General Parture 1,900 — Portugated from initial public offering—General Parture 9,9	Depreciation, amortization and accretion		31,798		17,830
Expense from equity method investment 695 ————————————————————————————————————	(Gain) loss on sale of property, plant and equipment		(4)		2,568
Changes in operating assets and liabilities: (45,297) 16,911 Accounts receivable—related party (10,45) (11,05) Accounts payable, accrued liabilities and taxes payable 30,791 16,945 Obter assets, including inventory (13,028) 420 Net cash provided by operating activities 163,864 115,425 Cash flows from investing activities (187,544) (108,959) Contributions to equity method investments (76,141) — Proceeds from the sale of fixed assets 18 — Net cash used in investing activities (263,667) (108,959) Cash flows from financing activities (263,667) (108,959) Cash flows from financing activities (263,667) (108,959) Proceeds from bread in investing activities (263,667) (108,959) Payments on credit facility 112,000 — Payments on credit facility 19,000 — Net proceeds from initial public offering—public 719,376 — Net proceeds from initial public offering—General Partner 1,000 — Net proceeds from initial	Unit-based compensation expense		2,989		_
Accounts receivable—related party (45,297) 16,911 Accounts receivable—third party (1,045) (11 Accounts payable, accrued liabilities and taxes payable 30,791 16,945 Other assets, including inventory (13,028) 420 Net cash provided by operating activities 163,646 115,452 Cash flows from investing activities (76,141) — Contributions to equity method investments (76,141) — Proceeds from the sale of fixed assets 18 — Net cash used in investing activities (263,667) (108,959) Cash flows from financing activities (263,667) (108,959) Cash grown be sale of fixed assets 112,000 — — Proceeds from the sale of fixed assets (20,067) (108,959) — Proceeds from financing activities (20,067) — — Proceeds from financing activities (3,929) — — Net proceeds from initial public offering—Diamondback (39,93) — — Net proceeds from initial public offering—Diamondback (39,93)	Expense from equity method investment		695		_
Accounts receivable—third party (1.045) (1.17) Accounts payable, accrued liabilities and taxes payable 30,791 16,945 Other assets, including inventory (13,028) 420 Next shy provided by operating activities 163,684 115,425 Cash flows from investing activities (187,544) (108,559) Additions to property, plant and equipment (187,544) (108,559) Contributions to equity method investments (76,141) — Proceeds from the sale of fixed assets 18 — Net cash used in investing activities (263,667) (108,559) Cash flows from financing activities 112,000 — Poeceds from borrowings from credit facility 12,000 — Payments on credit facility 9,000 — Payments on credit facility 719,376 — Net proceeds from initial public offering—public 719,376 — Net proceeds from initial public offering—General Partner 1,000 — Net proceeds from initial public offering—Diamondback 76,513 — Vect cash provided by financing activities	Changes in operating assets and liabilities:				
Accounts payable, accrued liabilities and taxes payable 30,91 16,945 Other assets, including inventory (13,028) 420 Net cash provided by operating activities 163,862 115,252 Cash flows from investing activities (187,544) (108,959) Contributions to equity method investments (76,141) — Proceeds from the sale of fixed assets 18 — Net cash used in investing activities (263,667) 108,959 Cash flows from financing activities 12,000 — Proceeds from borrowings from credit facility 112,000 — Payaments on credit facility 9,000 — Payments on credit facility 9,000 — Net proceeds from initial public offering—public 719,376 — Net proceeds from initial public offering—General Pattner 1,000 — Net proceeds from initial public offering—Diamondback 9,78 — Potencias inicrase in cash 5,80 — Cash at beginning of period 3,50 — Cash at beginning of period 8,50 8,60	Accounts receivable—related party		(45,297)		16,911
Other assets, including inventory (13,028) 4.20 Net cash provided by operating activities 163,864 115,425 Cash flows from investing activities: 188,525 Additions to property, plant and equipment (187,544) (108,959) Contributions to equity method investments (76,141) — Proceeds from the sale of fixed assets 18 — Net cash used in investing activities (26,367) (108,959) Proceeds from binarcing activities 12,000 — Proceeds from binarcing activities 112,000 — Proceeds from binarcing activities (9,000) — Proceeds from initial public offering—public 719,376 — Net proceeds from initial public offering—General Partner 1,000 — Net proceeds from initial public offering—General Partner 1,000 — Net proceeds from initial public offering—General Partner 9.99 — Net cash provided by financing activities 99.93 — Rectash provided by financing activities 9.39,333 — Cash at beginning of period 8,56	Accounts receivable—third party		(1,045)		(11)
Net cash provided by operating activities 163,864 115,425 Cash flows from investing activities: 4 (188,594) (108,959) Contributions to equity method investments (76,141) — Proceeds from the sale of fixed assets 18 — Net cash used in investing activities (263,667) (108,959) Cash flows from financing activities 203,007 — Proceeds from borrowings from credit facility 112,000 — Payments on credit facility (9,000) — Pobt issuance costs (3,929) — Net proceeds from initial public offering—public 719,376 — Net proceeds from initial public offering—General Partner 1,000 — Net proceeds from initial public offering—Diamondback 999 — Net constribution to Diamondback (726,513) — Net (decrease) increase in cash (5,87) 6,666 Cash at beginning of period 8,564 8 Cash at end of period 8,564 8 Contributions from Diamondback 9,456,05 8,764 S	Accounts payable, accrued liabilities and taxes payable		30,791		16,945
Cash flows from investing activities: Additions to property, plant and equipment (187,544) (108,959) Contributions to equity method investments (76,141) — Proceeds from the sale of fixed assets 18 — Net cash used in investing activities (263,667) (108,959) Cash flows from financing activities *** *** Proceeds from borrowings from credit facility 112,000 — Payments on credit facility (9,000) — Pobet issuance costs (3,929) — Net proceeds from initial public offering—public 719,376 — Net proceeds from initial public offering—General Partner 1,000 — Net proceeds from initial public offering—Diamondback 999 — Net cash provided by financing activities 33,933 — Net (decrease) increase in cash (5,870) 6,466 Cash at beginning of period 8,564 8 Cash at end of period 8,564 8 Cash at end of period \$ 2,694 6,474 Supplemental disclosure of non-cash investin	Other assets, including inventory		(13,028)		420
Additions to property, plant and equipment (187,544) (108,959) Contributions to equity method investments (76,141) — Proceeds from the sale of fixed assets 18 — Net cash used in investing activities (263,667) (108,959) Cash flows from financing activities 3112,000 — Proceeds from borrowings from credit facility (9,000) — Payments on credit facility (9,000) — Payments on credit facility (9,000) — Net proceeds from initial public offering—public 719,376 — Net proceeds from initial public offering—Dalamondback 909 — Net proceeds from initial public offering—Diamondback (726,513) — Net cash provided by financing activities 93,933 — Net (decrease) increase in cash (5,870) 6,466 Cash at beginning of period 8,564 8 Cash at end of period 8,564 8 Cash at end of period \$45,055 \$176,535 Supplemental disclosure of non-cash financing activity: \$456,055 \$176,535	Net cash provided by operating activities		163,864		115,425
Contributions to equity method investments (76,141) — Proceeds from the sale of fixed assets 18 — Net cash used in investing activities (263,667) (108,959) Cash flows from financing activities Proceeds from borrowings from credit facility 112,000 — Payments on credit facility (9,000) — Payments on credit facility (3,929) — Debt issuance costs (3,929) — Net proceeds from initial public offering—public 719,376 — Net proceeds from initial public offering—Dainondback 99 — Net proceeds from initial public offering—Diamondback 99,39,33 — Net cash provided by financing activities 93,933 — Net (decrease) increase in cash (5,870) 6,466 Cash at beginning of period 8,564 8 Cash at end of period 8,564 8 Cash at end of period 8,564 8 Contributions from Diamondback \$45,055 176,535 Supplemental disclosure of non-cash financing activity: 176,	Cash flows from investing activities:				
Proceeds from the sale of fixed assets 18 — Net cash used in investing activities (263,667) (108,958) Cash flows from financing activities: Proceeds from borrowings from credit facility 112,000 — Payments on credit facility (9,000) — Debt issuance costs (3,929) — Net proceeds from initial public offering—public 719,376 — Net proceeds from initial public offering—Damondback 999 — Net proceeds from initial public offering—Diamondback 999 — Net cash provided by financing activities 39,393 — Net (decrease) increase in cash (5,870) 6,466 Cash at beginning of period 8,564 8 Cash at end of period 8,564 8 Supplemental disclosure of non-cash financing activity: \$456,055 176,535 Supplemental disclosure of non-cash investing activity: \$456,055 176,535	Additions to property, plant and equipment		(187,544)		(108,959)
Net cash used in investing activities (263,667) (108,959) Cash flows from financing activities: Proceeds from borrowings from credit facility 112,000 — Payments on credit facility (9,000) — Debt issuance costs (3,929) — Net proceeds from initial public offering—public 719,376 — Net proceeds from initial public offering—General Partner 1,000 — Net proceeds from initial public offering—Diamondback 999 — Distribution to Diamondback (726,513) — Net cash provided by financing activities 93,933 — Net (decrease) increase in cash (5,870) 6,466 Cash at beginning of period 8,564 8 Cash at end of period 8,564 8 Supplemental disclosure of non-cash financing activity: \$ 456,055 176,535 Supplemental disclosure of non-cash investing activity: \$ 456,055 176,535	Contributions to equity method investments		(76,141)		_
Cash flows from financing activities: Proceeds from borrowings from credit facility 112,000 — Payments on credit facility (9,000) — Debt issuance costs (3,929) — Net proceeds from initial public offering—public 719,376 — Net proceeds from initial public offering—General Partner 1,000 — Net proceeds from initial public offering—Diamondback 999 — Distribution to Diamondback (726,513) — Net cash provided by financing activities 93,933 — Net (decrease) increase in cash (5,870) 6,466 Cash at beginning of period 8,564 8 Cash at end of period 8,564 8 Supplemental disclosure of non-cash financing activity: Contributions from Diamondback \$ 456,055 \$ 176,535 Supplemental disclosure of non-cash investing activity: Increase in long term assets and inventory \$ 456,055 \$ 176,535	Proceeds from the sale of fixed assets		18		_
Proceeds from borrowings from credit facility 112,000 — Payments on credit facility (9,000) — Debt issuance costs (3,929) — Net proceeds from initial public offering—public 719,376 — Net proceeds from initial public offering—General Partner 1,000 — Net proceeds from initial public offering—Diamondback 999 — Distribution to Diamondback (726,513) — Net cash provided by financing activities 93,933 — Net (decrease) increase in cash (5,870) 6,466 Cash at beginning of period 8,564 8 Cash at end of period 8,564 8 Supplemental disclosure of non-cash financing activity: Contributions from Diamondback \$ 456,055 176,535 Supplemental disclosure of non-cash investing activity: Increase in long term assets and inventory \$ 456,055 176,535	Net cash used in investing activities		(263,667)		(108,959)
Payments on credit facility (9,000) — Debt issuance costs (3,929) — Net proceeds from initial public offering—public 719,376 — Net proceeds from initial public offering—General Partner 1,000 — Net proceeds from initial public offering—Diamondback 999 — Distribution to Diamondback (726,513) — Net cash provided by financing activities 93,933 — Net (decrease) increase in cash (5,870) 6,466 Cash at beginning of period 8,564 8 Cash at end of period 8,564 8 Cash at end of period \$ 456,055 176,535 Supplemental disclosure of non-cash financing activity: \$ 456,055 176,535 Supplemental disclosure of non-cash investing activity: \$ 456,055 176,535	Cash flows from financing activities:				
Debt issuance costs (3,929) — Net proceeds from initial public offering—public 719,376 — Net proceeds from initial public offering—General Partner 1,000 — Net proceeds from initial public offering—Diamondback 999 — Distribution to Diamondback (726,513) — Net cash provided by financing activities 93,933 — Net (decrease) increase in cash (5,870) 6,466 Cash at beginning of period 8,564 8 Cash at end of period \$ 2,694 \$ 6,474 Supplemental disclosure of non-cash financing activity: Contributions from Diamondback \$ 456,055 \$ 176,535 Supplemental disclosure of non-cash investing activity: Increase in long term assets and inventory \$ 456,055 \$ 176,535	Proceeds from borrowings from credit facility		112,000		_
Net proceeds from initial public offering—public Net proceeds from initial public offering—General Partner Net proceeds from initial public offering—Diamondback Net proceeds from initial public offering—Diamondback Distribution to Diamondback Net cash provided by financing activities Net (decrease) increase in cash Cash at beginning of period Cash at end of period Supplemental disclosure of non-cash financing activity: Contributions from Diamondback Supplemental disclosure of non-cash investing activity: Increase in long term assets and inventory 719,376 719,376 719,376 719,376 719,376 719,376 719,376 719,376 719,376 710,000 710,	Payments on credit facility		(9,000)		_
Net proceeds from initial public offering—General Partner Net proceeds from initial public offering—Diamondback Distribution to Diamondback (726,513) Ott cash provided by financing activities Net (decrease) increase in cash Cash at beginning of period Cash at end of period Supplemental disclosure of non-cash financing activity: Contributions from Diamondback Supplemental disclosure of non-cash investing activity: Increase in long term assets and inventory 1,000 999 - 07 93,933 - 08 6,466 8,564 8 8,564 8 8 6,474 Supplemental disclosure of non-cash financing activity: Contributions from Diamondback \$456,055 \$176,535	Debt issuance costs		(3,929)		_
Net proceeds from initial public offering—Diamondback 999 — Distribution to Diamondback (726,513) — Net cash provided by financing activities 93,933 — Net (decrease) increase in cash (5,870) 6,466 Cash at beginning of period 8,564 8 Cash at end of period \$8,564 88 Cash at end of period \$2,694 \$6,474 Supplemental disclosure of non-cash financing activity: Contributions from Diamondback \$456,055 \$176,535 Supplemental disclosure of non-cash investing activity: Increase in long term assets and inventory \$456,055 \$176,535	Net proceeds from initial public offering—public		719,376		_
Distribution to Diamondback (726,513) — Net cash provided by financing activities 93,933 — Net (decrease) increase in cash (5,870) 6,466 Cash at beginning of period 8,564 8 Cash at end of period \$2,694 \$6,474 Supplemental disclosure of non-cash financing activity: Contributions from Diamondback \$456,055 \$176,535 Supplemental disclosure of non-cash investing activity: Increase in long term assets and inventory \$456,055 \$176,535	Net proceeds from initial public offering—General Partner		1,000		_
Net cash provided by financing activities Net (decrease in cash Cash at beginning of period Cash at end of period Cash at end of period Supplemental disclosure of non-cash financing activity: Contributions from Diamondback Supplemental disclosure of non-cash investing activity: Increase in long term assets and inventory 93,933 - 6,466 8 8 6,466 8 7 8 7 8 8 7 8 8 8 8 8 8 8 8 8 8 8 8	Net proceeds from initial public offering—Diamondback		999		_
Net (decrease) increase in cash Cash at beginning of period Read at end of period Read a	Distribution to Diamondback		(726,513)		_
Cash at beginning of period 8,564 8 Cash at end of period \$2,694 \$6,474 Supplemental disclosure of non-cash financing activity: Contributions from Diamondback \$456,055 \$176,535 Supplemental disclosure of non-cash investing activity: Increase in long term assets and inventory \$456,055 \$176,535	Net cash provided by financing activities		93,933		_
Cash at end of period \$ 2,694 \$ 6,474 Supplemental disclosure of non-cash financing activity: Contributions from Diamondback \$ 456,055 \$ 176,535 Supplemental disclosure of non-cash investing activity: Increase in long term assets and inventory \$ 456,055 \$ 176,535	Net (decrease) increase in cash		(5,870)		6,466
Supplemental disclosure of non-cash financing activity: Contributions from Diamondback \$ 456,055 \$ 176,535 Supplemental disclosure of non-cash investing activity: Increase in long term assets and inventory \$ 456,055 \$ 176,535	Cash at beginning of period		8,564		8
Contributions from Diamondback \$ 456,055 \$ 176,535 Supplemental disclosure of non-cash investing activity: Increase in long term assets and inventory \$ 456,055 \$ 176,535	Cash at end of period	\$	2,694	\$	6,474
Contributions from Diamondback \$ 456,055 \$ 176,535 Supplemental disclosure of non-cash investing activity: Increase in long term assets and inventory \$ 456,055 \$ 176,535	Supplemental disclosure of non-cash financing activity:				
Supplemental disclosure of non-cash investing activity: Increase in long term assets and inventory \$ 456,055 \$ 176,535		\$	456,055	\$	176,535
Increase in long term assets and inventory \$ 456,055 \$ 176,535	Supplemental disclosure of non-cash investing activity:				
Change in accrued liabilities related to property, plant and equipment \$ 4,083 \$ (7,253)	Increase in long term assets and inventory	\$	456,055	\$	176,535
	Change in accrued liabilities related to property, plant and equipment	\$	4,083	\$	(7,253)

Rattler Midstream LP Pipeline Infrastructure Assets (unaudited, in miles)

	Delaware Basin	Midland Basin	Permian Total
Crude oil	102	44	146
Natural gas	148	_	148
SWD	250	210	460
Fresh water	26	71	97
Total	526	325	851

Rattler Midstream LP Capacity/Capability (unaudited)

(capacity/capability)	Delaware Basin	Midland Basin	Permian Total	Utilization
Crude oil (Bbl/d)	180,000	56,000	236,000	38%
Natural gas compression (Mcf/d)	105,000	_	105,000	83%
Natural gas pipeline (Mcf/d)	150,000	_	150,000	51%
SWD (Bbl/d)	1,702,300	1,526,500	3,228,800	28%
Fresh water (Bbl/d)	120,000	455,000	575,000	67%

Rattler Midstream LP Throughput and Volumes (unaudited)

	Three Months Ende	Three Months Ended September 30, Nine Mon		
(throughput)	2019	2018	2019	2018
Crude oil gathering volumes (Bbl/d)	88,990	54,995	80,594	42,875
Natural gas gathering volumes (MMBtu/d)	91,455	46,916	78,918	36,912
Saltwater services volumes (Bbl/d)	845,877	329,332	776,215	262,642
Fresh water services volumes (Bbl/d)	384,066	280,528	394,946	268,948

NON-GAAP FINANCIAL MEASURES

Adjusted EBITDA is a supplemental non-GAAP financial measure that is used by management and external users of our financial statements, such as industry analysts, investors, lenders and rating agencies. We believe Adjusted EBITDA is useful because it allows us to more effectively evaluate our operating performance and compare the results of our operations period to period without regard to our financing methods or capital structure.

Rattler defines Adjusted EBITDA as net income before income taxes, interest expense, net of amount capitalized, interest expense related to equity investments, non-cash unit-based compensation expense, and depreciation, amortization and accretion. Depreciation, amortization and accretion includes depreciation, amortization and accretion on assets and liabilities of Rattler Midstream Operating LLC, in addition to depreciation, amortization and accretion on our equity investments. Interest expense related to equity investments represents our proportional income (loss) from equity investments plus interest on the amount. The GAAP measure most directly comparable to Adjusted EBITDA is net income. Adjusted EBITDA should not be considered an alternative to net income or any other measure of financial performance or liquidity presented in accordance with GAAP. Adjusted EBITDA excludes some, but not all, items that affect net income, and these measures may vary from those of other companies. As a result, Adjusted EBITDA as presented below may not be comparable to similarly titled measures of other companies.

The following table presents a reconciliation of Adjusted EBITDA to net income, on a historical basis and pro forma basis, as applicable, for each of the periods indicated:

Rattler Midstream LP (unaudited, in thousands)

	Three Months Ended September 30,				Ended r 30,	
		2019	2018	2019		2018
Reconciliation of net income to Adjusted EBITDA:						
Net income	\$	48,080 \$	17,780	\$	134,115 \$	47,648
Depreciation, amortization and accretion		11,736	6,039		31,798	17,830
Interest expense, net of amount capitalized		553	_		638	_
Interest expense related to equity investments		1,012	_		1,161	_
Depreciation related to equity investments		193	_		193	_
Non-cash unit-based compensation expense		2,158	_		2,989	_
Provision for income taxes		3,294	4,892		22,850	13,114
Adjusted EBITDA		67,026 \$	28,711		193,744 \$	78,592
Less: Adjusted EBITDA prior to the Offering		_			(100,743)	
Adjusted EBITDA subsequent to the Offering		67,026			93,001	
Less: Adjusted EBITDA attributable to non-controlling interest		(47,694)			(66,177)	
Adjusted EBITDA attributable to Rattler Midstream LP	\$	19,332		\$	26,824	

Investor Contact:

Adam Lawlis

+1 432.221.7467

IR@rattlermidstream.com

Source: Rattler Midstream LP; Diamondback Energy, Inc.