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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**Form S-1**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**RATTLER MIDSTREAM LP**

(formerly known as Rattler Midstream Partners LP)  
(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**4922**  
(Primary Standard Industrial  
Classification Code Number)

**83-1404608**  
(I.R.S. Employer  
Identification Number)

**500 West Texas Avenue  
Suite 1200  
Midland, Texas 79701  
(432) 221-7400**

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

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**Teresa L. Dick  
Chief Financial Officer  
515 Central Park Drive  
Suite 500  
Oklahoma City, Oklahoma 73105  
(405) 463-6900**

(Name, address, including zip code and telephone number, including area code, of agent for service)

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*Copies to:*

**Seth R. Molay, P.C.  
Akin Gump Strauss Hauer & Feld LLP  
2300 N. Field Street, Suite 1800  
Dallas, TX 75201  
(214) 969-4780**

**John Goodgame  
Akin Gump Strauss Hauer & Feld LLP  
1111 Louisiana Street, 44th Floor  
Houston, TX 77002  
(713) 220-8144**

**J. Michael Chambers  
John M. Greer  
Latham & Watkins LLP  
811 Main Street, Suite 3700  
Houston, Texas 77002  
(713) 546-5400**

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ File No. 333-226645

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer☐

Non-accelerated filer☒

Accelerated filer☐

Smaller reporting company☐

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 accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☒

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Common Unit(2)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(3)
Common units representing limited partner interests	5,366,667	\$17.50	\$93,916,673	\$11,382.70

- (1) Represents only the additional number of common units being registered and includes common units that may be sold if the option to purchase additional common units granted by us to the underwriters is exercised in full. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-226645).
- (2) Based on the public offering price.
- (3) The Registrant has previously paid \$88,274 for the registration of \$728,333,327 of proposed maximum aggregate offering price in the filing of Amendment No. 7 to the Registration Statement on Form S-1 (File No. 333-226645), filed on May 13, 2019.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

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### **Explanatory Note**

This Registration Statement is being filed with respect to the registration of additional common units representing limited partner interests of Rattler Midstream LP, a Delaware limited partnership, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the registrant's Registration Statement on Form S-1 (Registration No. 333-226645) filed with the Securities and Exchange Commission (the "Commission") on August 7, 2018, as amended, which was declared effective by the Commission on May 22, 2019 (as amended, the "Prior Registration Statement"). The contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into, and shall be deemed a part of, this Registration Statement.

The required opinions and consents are filed herewith.

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**Part II**

**Information Not Required in Prospectus**

**Item 16. Exhibits**

All exhibits previously filed or incorporated by reference in the Prior Registration Statement are incorporated by reference into, and shall be deemed to be a part of this filing, except for the following, which are filed herewith:

<u>Exhibit number</u>	<u>Description</u>
5.1	<a href="#"><u>Opinion of Akin Gump Strauss Hauer &amp; Feld LLP as to the legality of the securities being registered</u></a>
23.1	<a href="#"><u>Consent of Grant Thornton LLP</u></a>
23.2	<a href="#"><u>Consent of Grant Thornton LLP</u></a>
23.3	<a href="#"><u>Consent of Grant Thornton LLP</u></a>
23.4	<a href="#"><u>Consent of Akin Gump Strauss Hauer &amp; Feld LLP (contained in Exhibit 5.1)</u></a>
23.5**	<a href="#"><u>Consent of Director Nominee, Laurie H. Argo</u></a>
23.6**	<a href="#"><u>Consent of Director Nominee, Arturo Vivar</u></a>
23.7**	<a href="#"><u>Consent of Director Nominee, Steven E. West</u></a>
24.1**	<a href="#"><u>Powers of Attorney (included on the signature page to the Registration Statement on Form S-1 (Registration No. 333-226645) initially filed with the Securities and Exchange Commission on August 7, 2018, as amended, and incorporated by reference herein)</u></a>

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\*\* Previously filed.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma, on May 22, 2019.

### **RATTLER MIDSTREAM LP**

By: Rattler Midstream GP LLC,  
its general partner

By: /s/ Teresa L. Dick

Teresa L. Dick  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated on May 22, 2019.

\*

Travis D. Stice

Chief Executive Officer and Director  
(Principal Executive Officer)

/s/ Teresa L. Dick

Teresa L. Dick

Chief Financial Officer  
(Principal Financial and Accounting Officer)

\*

Matthew Kaes Van't Hof

President and Director

Teresa L. Dick hereby signs this Registration Statement on behalf of the indicated persons for whom she is attorney-in-fact pursuant to a power of attorney executed by the above named directors and officers of the Registrant.

\*By: /s/ Teresa L. Dick

Teresa L. Dick  
Attorney-in-fact



May 22, 2019

Rattler Midstream LP  
500 West Texas Avenue  
Suite 1200  
Midland, Texas 79701

Re: Rattler Midstream LP  
Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to Rattler Midstream LP, a Delaware limited partnership (the “**Partnership**”), in connection with the preparation and filing by the Partnership with the Securities and Exchange Commission of a Registration Statement on Form S-1 (File No. 333-226645), under the Securities Act of 1933, as amended (the “**Act**”) (such registration statement, as amended as of the effective date thereof, together with the registration statement filed on the date hereof pursuant to Rule 462(b) promulgated under the Act, collectively referred to as the “**Registration Statement**”). The Registration Statement relates to an underwritten public offering by the Partnership of up to 38,000,000 common units (including up to 5,700,000 common units subject to the Underwriters’ (as defined below) overallotment option) representing limited partner interests in the Partnership (the “**Units**”) pursuant to the terms of an underwriting agreement (the “**Underwriting Agreement**”) to be executed by the Partnership, Rattler Midstream GP LLC, Rattler Midstream Operating LLC and Diamondback Energy, Inc., and Credit Suisse Securities (USA) LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the underwriters named therein (the “**Underwriters**”). This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

We have examined originals or certified copies of such partnership records of the Partnership and other certificates and documents of officials of the Partnership or its general partner, public officials and others as we have deemed appropriate for purposes of this letter. We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all copies submitted to us as conformed, certified or reproduced copies. We have also assumed that, upon sale and delivery, the certificates for the Units, if certificated, will conform to the specimen thereof included as an exhibit to the amended and restated partnership agreement of the Partnership filed as an exhibit to the Registration Statement and will have been duly countersigned by the transfer agent and duly registered by the registrar for the common units of the Partnership or, if uncertificated, valid book-entry notations for the issuance of the Units in uncertificated form will have been duly made in the register of common units of the Partnership. As to various questions of fact relevant to this letter, we have relied, without independent investigation, upon certificates of public officials and certificates of officers of the general partner of the Partnership, all of which we assume to be true, correct and complete.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations stated herein, we are of the opinion that when (i) each of the limited partnership agreement of the Partnership and the limited liability company agreement of its general partner has been amended and restated to be substantially in the form of the form thereof filed as an exhibit to the Registration Statement and (ii) the Underwriting Agreement has been duly executed and delivered and the Units have been issued and delivered in accordance with the Underwriting Agreement against payment in full of the consideration payable therefor as determined in accordance with the amended and restated partnership agreement of the Partnership by the Board of Directors of the general partner of the Partnership or a duly authorized committee thereof and as contemplated by the Underwriting Agreement, the Units will have been duly authorized and validly issued, and holders of the Units will have no obligation to make any further payments to the Partnership for the issuance of the Units or contributions to the Partnership solely by reason of their ownership of the Units, except for their obligations to repay any funds wrongfully distributed to them.

The opinions and other matters in this letter are qualified in their entirety and subject to the following:

- A. We express no opinion as to the laws of any jurisdiction other than the Revised Uniform Limited Partnership Act of the State of Delaware.
- B. This opinion letter is limited to the matters expressly stated herein and no opinion is to be inferred or implied beyond the opinion expressly set forth herein. We undertake no, and hereby disclaim any, obligation to make any inquiry after the date hereof or to advise you of any changes in any matter set forth herein, whether based on a change in the law, a change in any fact relating to the Partnership or any other person or any other circumstance.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name in the Prospectus forming a part of the Registration Statement under the caption "Legal Matters." In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act and the rules and regulations thereunder.

Very truly yours,

/s/ AKIN GUMP STRAUSS HAUER & FELD LLP

AKIN GUMP STRAUSS HAUER & FELD LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated February 19, 2019, with respect to the consolidated financial statements of Rattler Midstream Operating LLC contained in the Registration Statement on Form S-1, as amended (File No. 333-226645), which is incorporated by reference in this Registration Statement on Form S-1MEF. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption “Experts” in the prospectus incorporated by reference in this Registration Statement.

/s/ GRANT THORNTON LLP

Oklahoma City, Oklahoma  
May 22, 2019

**CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

We have issued our report dated August 7, 2018, with respect to the statement of revenues and certain expenses of Fasken Midland LLC contained in the Registration Statement on Form S-1, as amended (File No. 333-226645), which is incorporated by reference in this Registration Statement on Form S-1MEF. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption “Experts” in the prospectus incorporated by reference in this Registration Statement.

/s/ GRANT THORNTON LLP

Oklahoma City, Oklahoma  
May 22, 2019

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated February 19, 2019, with respect to the financial statement of Rattler Midstream LP contained in the Registration Statement on Form S-1, as amended (File No. 333-226645), which is incorporated by reference in this Registration Statement on Form S-1MEF. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption “Experts” in the prospectus incorporated by reference in this Registration Statement.

/s/ GRANT THORNTON LLP

Oklahoma City, Oklahoma  
May 22, 2019