

**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): June 15, 2023

Black Stone Minerals, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-37362
(Commission
File Number)

47-1846692
(I.R.S. Employer
Identification No.)

1001 Fannin Street, Suite 2020
Houston, Texas
(Address of principal executive offices)

77002
(Zip code)

Registrant's telephone number, including area code: (713) 445-3200

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 | BSM | 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 5.07. Submission of Matters to a Vote of Security Holders.

Black Stone Minerals, L.P. (the “Partnership”) held its 2023 annual meeting of limited partners (the “Annual Meeting”) on June 15, 2023 via live webcast for the following purposes: (1) to elect directors to the Board of Directors of Black Stone Minerals GP, L.L.C., the Partnership’s general partner (the “General Partner”), each to serve until the 2024 annual meeting of limited partners and thereafter until such director’s successor shall have been duly elected and qualified, or until such director’s earlier death, resignation, or removal, (2) to ratify the appointment of Ernst & Young LLP as the Partnership’s independent registered public accounting firm for the year ending December 31, 2023, and (3) to approve, on a non-binding advisory basis, the compensation of the General Partner’s named executive officers for the fiscal year ended December 31, 2022. Each of these items is more fully described in the Partnership’s proxy statement filed with the Securities and Exchange Commission on May 1, 2023.

Proposal 1 – Election of Directors

Each of the nine nominees for director was duly elected by the Partnership’s unitholders, with votes as follows:

| Nominee | Votes For | Votes Withheld | Broker Non-Vote |
|-----------------------|------------------|-----------------------|------------------------|
| Carin M. Barth | 100,559,486 | 444,439 | 57,528,437 |
| Thomas L. Carter, Jr. | 100,606,504 | 397,421 | 57,528,437 |
| D. Mark DeWalch | 99,970,719 | 1,033,206 | 57,528,437 |
| Jerry V. Kyle, Jr. | 100,594,708 | 409,217 | 57,528,437 |
| Michael C. Linn | 99,893,299 | 1,110,626 | 57,528,437 |
| John H. Longmaid | 100,544,429 | 459,496 | 57,528,437 |
| William N. Mathis | 98,864,472 | 2,139,453 | 57,528,437 |
| William E. Randall | 100,558,255 | 445,670 | 57,528,437 |
| Alexander D. Stuart | 100,502,198 | 501,727 | 57,528,437 |

Proposal 2 – Ratification of Appointment of the Partnership’s Independent Registered Public Accounting Firm

The appointment of Ernst & Young LLP as the Partnership’s independent registered public accounting firm for the year ending December 31, 2023 was ratified by the Partnership’s unitholders, with votes as follows:

| Votes For | Votes Against | Votes Abstain | Broker Non-Vote |
|------------------|----------------------|----------------------|------------------------|
| 158,048,109 | 320,906 | 163,347 | — |

Proposal 3 – Approval, on a Non-binding Advisory Basis, of the Compensation of the General Partner’s Named Executive Officers

The compensation of the General Partner’s named executive officers for the fiscal year ended December 31, 2022 was approved, on a non-binding advisory basis, by the Partnership’s unitholders, with votes as follows:

| Votes For | Votes Against | Votes Abstain | Broker Non-Vote |
|------------------|----------------------|----------------------|------------------------|
| 97,778,102 | 1,776,182 | 1,449,641 | 57,528,437 |

SIGNATURES

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.

BLACK STONE MINERALS, L.P.

By: Black Stone Minerals GP, L.L.C.,
its general partner

Date: June 16, 2023

By: /s/ Steve Putman
Steve Putman
Senior Vice President, General Counsel, and Secretary