

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	<input checked="" type="checkbox"/> None	Entity Type
<a href="#">0001621434</a>			Corporation
<b>Name of Issuer</b>			<input checked="" type="checkbox"/> Limited Partnership
Black Stone Minerals, L.P.			Limited Liability Company
<b>Jurisdiction of Incorporation/Organization</b>			General Partnership
DELAWARE			Business Trust
<b>Year of Incorporation/Organization</b>			Other (Specify)
Over Five Years Ago			
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2014			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
Black Stone Minerals, L.P.			
Street Address 1		Street Address 2	
1001 Fannin Street		Suite 2020	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
Houston	TEXAS	77002	713-445-3200

3. Related Persons

Last Name	First Name	Middle Name
Bardel	William	G.
Street Address 1	Street Address 2	
1001 Fannin Street	Suite 2020	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77002
<b>Relationship:</b>	<input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Barth	Carin	M.
Street Address 1	Street Address 2	
1001 Fannin Street	Suite 2020	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77002
<b>Relationship:</b>	<input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Carter, Jr.	Thomas	L.
Street Address 1	Street Address 2	
1001 Fannin Street	Suite 2020	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77002
<b>Relationship:</b> X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Chief Executive Officer and Chairman

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Last Name	First Name	Middle Name
DeWalch	D.	Mark
Street Address 1	Street Address 2	
1001 Fannin Street	Suite 2020	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77002
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Haeflinger	Ricky	J.
Street Address 1	Street Address 2	
1001 Fannin Street	Suite 2020	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77002
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Kyle, Jr.	Jerry	V.
Street Address 1	Street Address 2	
1001 Fannin Street	Suite 2020	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77002
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Linn	Michael	C.
Street Address 1	Street Address 2	
1001 Fannin Street	Suite 2020	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77002
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Longmaid	John	H.
Street Address 1	Street Address 2	
1001 Fannin Street	Suite 2020	
City	State/Province/Country	ZIP/PostalCode

Houston TEXAS 77002

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Mathis	William	N.
Street Address 1	Street Address 2	
1001 Fannin Street	Suite 2020	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77002

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Randall	William	E.
Street Address 1	Street Address 2	
1001 Fannin Street	Suite 2020	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77002

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Stuart	Alexander	D.
Street Address 1	Street Address 2	
1001 Fannin Street	Suite 2020	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77002

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Thacker	Allison	K.
Street Address 1	Street Address 2	
1001 Fannin Street	Suite 2020	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77002

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Wood	Jeffrey	P.
Street Address 1	Street Address 2	
1001 Fannin Street	Suite 2020	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77002

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

President and Chief Financial Officer

**Last Name****First Name****Middle Name**

Dorn Holbrook F.

**Street Address 1****Street Address 2**

1001 Fannin Street Suite 2020

**City****State/Province/Country****ZIP/PostalCode**

Houston TEXAS 77002

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Senior Vice President, Business Development

**Last Name****First Name****Middle Name**

Morris Brock

**Street Address 1****Street Address 2**

1001 Fannin Street Suite 2020

**City****State/Province/Country****ZIP/PostalCode**

Houston TEXAS 77002

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Senior Vice President, Engineering and Geology

**Last Name****First Name****Middle Name**

Putman Steve

**Street Address 1****Street Address 2**

1001 Fannin Street Suite 2020

**City****State/Province/Country****ZIP/PostalCode**

Houston TEXAS 77002

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Senior Vice President, General Counsel and Secretary

**Last Name****First Name****Middle Name**

Smajstrla Dawn K.

**Street Address 1****Street Address 2**

1001 Fannin Street Suite 2020

**City****State/Province/Country****ZIP/PostalCode**

Houston TEXAS 77002

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Vice President and Chief Accounting Officer

## 4. Industry Group

Agriculture

Health Care

Retailing

Banking &amp; Financial Services

Biotechnology

Restaurants

Commercial Banking

Health Insurance

Technology

Insurance

Hospitals &amp; Physicians

Computers

Investing

Pharmaceuticals

Telecommunications

Investment Banking

Other Health Care

Other Technology

Pooled Investment Fund

Is the issuer registered as an investment company under

Manufacturing  
Real Estate

Travel

Airlines &amp; Airports

the Investment Company Act of 1940?  
 Yes  No  
 Other Banking & Financial Services  
 Business Services  
 Energy  
 Coal Mining  
 Electric Utilities  
 Energy Conservation  
 Environmental Services  
 Oil & Gas  
 Other Energy

Commercial  
 Construction  
 REITS & Finance  
 Residential  
 Other Real Estate  
 Lodging & Conventions  
 Tourism & Travel Services  
 Other Travel  
 Other

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
<input checked="" type="checkbox"/> Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
<input checked="" type="checkbox"/> Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(a)(5)	Section 3(c)(7)	

7. Type of Filing

New Notice Date of First Sale 2018-10-26 First Sale Yet to Occur  
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes  No

9. Type(s) of Securities Offered (select all that apply)

<input checked="" type="checkbox"/> Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient Recipient CRD Number X None
(Associated) Broker or Dealer X None (Associated) Broker or Dealer CRD Number X None

Street Address 1

Street Address 2

City State/Province/Country ZIP/Postal Code
State(s) of Solicitation (select all that apply) All States Foreign/non-US
Check "All States" or check individual States

13. Offering and Sales Amounts

Total Offering Amount \$130,000 USD or Indefinite
Total Amount Sold \$130,000 USD
Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

The securities issued in this offering were issued as consideration for the acquisition of certain mineral interests.

14. Investors

X Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

1
1

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate
Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
Black Stone Minerals, L.P.	/s/ Steve Putman	Steve Putman	SVP, GC and Secretary of Black Stone Minerals GP, L.L.C.	2018-10-31

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.