

**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): April 21, 2020

Black Stone Minerals, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

By separate letters dated April 21, 2020, each of Messrs. William G. Bardel and Ricky J. Haeflinger notified Black Stone Minerals, L.P. (the "Partnership") and Black Stone Minerals GP, L.L.C., the Partnership's general partner (the "General Partner"), of his decision not to stand for reelection at the Partnership's upcoming annual meeting of limited partners. Each of Messrs. Bardel's and Haeflinger's decision not to stand for reelection is not due to any disagreement with the Partnership or the General Partner, including with respect to any matter relating to the Partnership's or the General Partner's operations, policies, or practices.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 22, 2020, the General Partner entered into Amendment No. 4 to First Amended and Restated Agreement of Limited Partnership of the Partnership dated as of May 6, 2015, as amended by Amendment No. 1 to First Amended and Restated Agreement of Limited Partnership of the Partnership dated as of April 15, 2016, Amendment No. 2 to First Amended and Restated Agreement of Limited Partnership of the Partnership dated as of November 28, 2017 and Amendment No. 3 to the First Amended and Restated Agreement of Limited Partnership of the Partnership dated as of December 11, 2017 (the "Amendment"), effective as of April 22, 2020, to make certain revisions regarding participation of limited partners and proxyholders not physically present at a meeting of the limited partners by means of remote communication.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
3.1	Amendment No. 4 to First Amended and Restated Agreement of Limited Partnership of Black Stone Minerals, L.P., dated as of April 22, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: April 24, 2020

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

**AMENDMENT NO. 4 TO FIRST AMENDED AND RESTATED
AGREEMENT OF LIMITED PARTNERSHIP OF BLACK STONE MINERALS, L.P.**

April 22, 2020

This Amendment No. 4 (this "Amendment") to First Amended and Restated Agreement of Limited Partnership of Black Stone Minerals, L.P., a Delaware limited partnership (the "Partnership"), dated as of May 6, 2015, as amended by Amendment No. 1 to First Amended and Restated Agreement of Limited Partnership of Black Stone Minerals, L.P. dated as of April 15, 2016, Amendment No. 2 to First Amended and Restated Agreement of Limited Partnership of Black Stone Minerals, L.P. dated as of November 28, 2017 and Amendment No. 3 to First Amended and Restated Agreement of Limited Partnership of Black Stone Minerals, L.P. dated as of December 11, 2017 (as so amended, the "Partnership Agreement"), is entered into effective as of April 22, 2020 by Black Stone Minerals GP, L.L.C., a Delaware limited liability company (the "General Partner"), in accordance with Article XIII of the Partnership Agreement. Capitalized terms used but not defined herein are used as defined in the Partnership Agreement.

RECITALS

WHEREAS, the General Partner is the sole general partner of the Partnership that is governed by the Partnership Agreement;

WHEREAS, Section 13.1(d)(i) of the Partnership Agreement provides that the General Partner, without the approval of any other Partner, may amend any provision of the Partnership Agreement to reflect a change that the General Partner determines does not adversely affect the Limited Partners (including any particular class of Partnership Interests as compared to other classes of Partnership Interests) in any material respect;

WHEREAS, the General Partner has determined that this Amendment does not adversely affect the Limited Partners (including any particular class of Partnership Interests as compared to other classes of Partnership Interests) in any material respect; and

WHEREAS, acting pursuant to the power and authority granted to it under Section 13.1(d) of the Partnership Agreement, the General Partner has determined that this Amendment does not require the approval of any Partner.

NOW, THEREFORE, it is hereby agreed as follows:

AGREEMENT

NOW, THEREFORE, the Partnership Agreement is hereby amended as follows:

1. *Section 13.5(d)*. A new Section 13.5(d) is hereby added as follows:

(d) If authorized by the General Partner, and subject to such guidelines and procedures as the General Partner may adopt, Limited Partners and proxyholders not physically present at a meeting of the Limited Partners, may by means of remote communication participate in such meeting, and be deemed present in person and vote at such meeting; provided that the Partnership shall implement reasonable measures to verify that each Person deemed present and permitted to vote at the meeting by means of remote communication is a Limited Partner or proxyholder, to provide such Limited Partner or proxyholders a reasonable opportunity to participate in the meeting and to record the votes or other action made by such Limited Partner or proxyholders.

2. *Ratification*. Except as expressly amended hereby, the Partnership Agreement is hereby ratified and confirmed and shall continue in full force and effect.

3. *Governing Law*. This Amendment shall be construed in accordance with and governed by the laws of the State of Delaware.

IN WITNESS WHEREOF, the General Partner has executed and delivered this Amendment in accordance with Section 13.1 of the Partnership Agreement, and as of the date first above written.

BLACK STONE MINERALS GP, L.L.C.,
as General Partner

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