

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

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Materials Pursuant to sec. 240.14a-11(c) or sec. 240.14a-12

**Falcon Minerals Corporation**  
(Exact Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box)

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.1

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



## ADDITIONAL INFORMATION REGARDING THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 28, 2020

The following Notice of Change of Location relates to the proxy statement (the “Proxy Statement”) of Falcon Minerals Corporation (the “Company”), dated April 28, 2020, furnished to shareholders of the Company in connection with the solicitation of proxies by the Board of Directors of the Company for use at the Annual Meeting of Stockholders to be held on Thursday, May 28, 2020. This Supplement is being filed with the Securities and Exchange Commission and is being made available to shareholders on or about May 13, 2020.

### THE PROXY STATEMENT CONTAINS IMPORTANT INFORMATION AND THIS NOTICE SHOULD BE READ IN CONJUNCTION WITH THE PROXY STATEMENT.

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#### NOTICE OF CHANGE OF LOCATION OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 28, 2020

To the Stockholders of Falcon Minerals Corporation:

To support the health and well-being of its stockholders, employees and the greater community due to the public health impact of the coronavirus (COVID-19) outbreak, NOTICE IS HEREBY GIVEN that the location of the Company’s upcoming 2020 Annual Meeting of Stockholders (the “Annual Meeting”) has been changed. As previously announced in its Notice of Annual Meeting and Proxy Statement (the “Proxy Statement”), the Annual Meeting will be held on Thursday, May 28, 2020, at 11:30 a.m. New York time, but the Annual Meeting will be held in a virtual-only format and stockholders will not be able to attend in person. The virtual meeting will provide stockholders the ability to participate, vote their shares, and ask questions.

#### Attending the Virtual Meeting

As described in the proxy materials for the Annual Meeting previously distributed, you are entitled to attend and participate in the Annual Meeting if you were a stockholder of record as of the close of business on April 3, 2020, the record date, or if you hold a legal proxy for the meeting provided by your bank, broker or other nominee. To register for the Annual Meeting, please follow the instructions below based on your form of ownership of our common stock:

**Stockholder of Record:** If your shares of our common stock are registered directly in your name with Continental Stock Transfer & Trust (“Continental”), our stock transfer agent, you are considered the stockholder of record with respect to those shares. As a stockholder of record, you may register to attend the Annual Meeting by visiting the virtual meeting website located at [www.cstproxy.com/falconminerals/2020](http://www.cstproxy.com/falconminerals/2020), entering the 12-digit control number that you received on your proxy card and clicking on the link to pre-register. You will need to log in to the virtual meeting website at [www.cstproxy.com/falconminerals/2020](http://www.cstproxy.com/falconminerals/2020) prior to the start of the Annual Meeting using your control number. Pre-registration is recommended but not required for stockholders of record.

**Beneficial Owner of Stock Held in Street Name:** If your shares of our common stock are held in a stock brokerage account or by a bank, broker or other nominee, the bank, broker or other nominee is considered the record holder of those shares. You are considered the beneficial owner of those shares, and your shares are held in “street name.” In order to attend the Annual Meeting as a beneficial owner of our stock held in street name, you must obtain a legal proxy by contacting your account representative at the bank, broker or other nominee that holds your shares. You should then e-mail a copy (a legible photograph is sufficient) of your legal proxy to Continental at [proxy@continentalstock.com](mailto:proxy@continentalstock.com) no later than 5:00 p.m. New York time on Monday, May 25, 2020. After contacting Continental, you will receive an e-mail prior to the Annual Meeting with a link and instructions for attending the Annual Meeting.

Stockholders participating in the virtual meeting will be in a listen-only mode. However, virtual attendees will be able to vote and submit questions during the meeting using the virtual meeting website.

Stockholders will also have the option to listen to the virtual meeting by telephone (but will not have the ability to vote or submit questions) by calling the following numbers and entering the passcode when prompted:

- Within the U.S. and Canada: (888) 965-8995 (toll-free); passcode 62426882#
- Outside of the U.S. and Canada: (415) 655-0243 (standard rates apply); passcode 62426882#

### **Asking Questions**

The Company intends the virtual meeting format to approximate an in-person experience for our stockholders. During the Annual Meeting, stockholders may submit questions by typing in the “Submit a Question” box on the virtual meeting website. Our administrator will review all questions submitted during the Annual Meeting, and we intend to answer pertinent questions submitted, as time permits.

### **Technical Support**

Please visit the virtual meeting website located at [www.cstproxy.com/falconminerals/2020](http://www.cstproxy.com/falconminerals/2020) in advance of the Annual Meeting to ensure accessibility. Technical support in connection with the virtual meeting platform will be available by telephone at (917) 262-2373 beginning at 7:00 a.m. New York time on Thursday, May 28, 2020 through the conclusion of the Annual Meeting.

The virtual meeting platform is fully supported across browsers (Internet Explorer, Firefox, Chrome and Safari) and devices (desktops, laptops, tablets and cell phones) running the most updated version of applicable software and plugins. You should ensure that you have a strong Internet or telephone connection, as applicable, wherever you intend to participate in the Annual Meeting, and you should allow plenty of time to log in or call in and ensure that you can hear audio prior to the start of the Annual Meeting.

### **Voting Your Proxy**

Whether or not you plan to attend the Annual Meeting, we urge you to vote and submit your proxy in advance of the meeting by one of the methods described in the proxy materials for the Annual Meeting. The proxy card included with the proxy materials previously distributed will not be updated to reflect the change in location and may continue to be used to vote your shares in connection with the Annual Meeting.

### **Stockholder List**

A complete list of the stockholders of the Company as of April 3, 2020, the record date, is available and open for examination by stockholders of the Company through the Annual Meeting. In light of current stay-at-home and similar orders resulting from the ongoing coronavirus (COVID-19) pandemic, you may send a written request to the Secretary at our corporate headquarters if you desire to examine the stockholder list in advance of the Annual Meeting, and we will make arrangements to accommodate your request. If you desire to examine the stockholder list during the Annual Meeting, you may send an e-mail at that time to Jeffrey Brotman at [jbrotman@falconminerals.com](mailto:jbrotman@falconminerals.com).

By order of the Board of Directors,



Daniel C. Herz  
President and Chief Executive Officer  
May 13, 2020

A copy of the Company’s press release dated May 13, 2020 is attached hereto.



## **FALCON MINERALS CORPORATION ANNOUNCES 2020 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD IN VIRTUAL FORMAT ONLY**

NEW YORK – Falcon Minerals Corporation (“Falcon” or the “Company”) (NASDAQ: FLMN, FLMNW) today announced a change in location for the Company’s 2020 Annual Meeting of Stockholders (the “Annual Meeting”) via the filing of additional proxy materials with the Securities and Exchange Commission (the “SEC”).

To support the health and well-being of its stockholders, employees and the greater community due to the public health impact of the coronavirus (COVID-19) outbreak, the Company will hold its Annual Meeting on Thursday, May 28, 2020, at 11:30 a.m. New York time in a virtual meeting format only, via live audio webcast, in order to provide a consistent and convenient experience to stockholders, regardless of location. Stockholders will not be able to attend the Annual Meeting physically in person.

Stockholders as of the close of business on April 3, 2020 are entitled to attend and participate in the Annual Meeting at the virtual meeting website located at [www.cstproxy.com/falconminerals/2020](http://www.cstproxy.com/falconminerals/2020). Stockholders of record must enter the 12-digit control number found on the proxy card previously received from Continental Stock Transfer & Trust. Beneficial owners who hold shares through an intermediary, such as a bank or broker, must register in advance to attend the meeting by following the instructions set forth in the additional proxy materials filed today with the SEC. Stockholders participating in the virtual meeting will be in a listen-only mode. However, virtual attendees will be able to vote and submit questions during the meeting using the virtual meeting website.

Stockholders will also have the option to listen to the virtual meeting by telephone (but will not have the ability to vote or submit questions) by calling the numbers set forth in the additional proxy materials.

Information on technical support can also be found in the additional proxy materials.

The Company urges all stockholders to vote and submit proxies in advance of the Annual Meeting by one of the methods described in the proxy materials for the Annual Meeting.

### **About Falcon Minerals**

Falcon Minerals Corporation (NASDAQ: FLMN, FLMNW) is a C-Corporation formed to own and acquire high growth oil-weighted minerals rights. Falcon Minerals owns mineral, royalty, and over-riding royalty interests covering approximately 256,000 gross unit acres in the Eagle Ford Shale and Austin Chalk in Karnes, DeWitt, and Gonzales Counties in Texas. The Company also owns approximately 75,000 gross unit acres in the Marcellus Shale across Pennsylvania, Ohio, and West Virginia. For more information, visit our website at [www.falconminerals.com](http://www.falconminerals.com).

### **Falcon Minerals Contacts**

Bryan C. Gunderson  
Chief Financial Officer  
[bgunderson@falconminerals.com](mailto:bgunderson@falconminerals.com)