

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

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Falcon Minerals Corporation  
(Name of Issuer)

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Class A Common Stock, par value \$0.0001 per share  
(Title of Class of Securities)

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30607B109  
(CUSIP Number)

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December 31, 2018  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

(Page 1 of 9 Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<b>1</b>	NAME OF REPORTING PERSON Eric M. Mindich	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER 750,000 shares of Class A Common Stock (including 250,000 shares of Class A Common Stock issuable upon exercise of warrants)
	<b>6</b>	SHARED VOTING POWER 2,516,633 shares of Class A Common Stock (including 378,024 shares of Class A Common Stock issuable upon exercise of warrants)
	<b>7</b>	SOLE DISPOSITIVE POWER 750,000 shares of Class A Common Stock (including 250,000 shares of Class A Common Stock issuable upon exercise of warrants)
	<b>8</b>	SHARED DISPOSITIVE POWER 2,516,633 shares of Class A Common Stock (including 378,024 shares of Class A Common Stock issuable upon exercise of warrants)
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,266,633 shares of Class A Common Stock (including 628,024 shares of Class A Common Stock issuable upon exercise of warrants)	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.03%	
<b>12</b>	TYPE OF REPORTING PERSON IN	

<b>1</b>	NAME OF REPORTING PERSON Everblue Osprey 2018 LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER 0
	<b>6</b>	SHARED VOTING POWER 2,000,000 shares of Class A Common Stock
	<b>7</b>	SOLE DISPOSITIVE POWER 0
	<b>8</b>	SHARED DISPOSITIVE POWER 2,000,000 shares of Class A Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,000,000 shares of Class A Common Stock	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.36%	
<b>12</b>	TYPE OF REPORTING PERSON OO	

<b>1</b>	NAME OF REPORTING PERSON Everblue Osprey 2017 LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER 0
	<b>6</b>	SHARED VOTING POWER 516,633 shares of Class A Common Stock (including 378,024 shares of Class A Common Stock issuable upon exercise of warrants)
	<b>7</b>	SOLE DISPOSITIVE POWER 0
	<b>8</b>	SHARED DISPOSITIVE POWER 516,633 shares of Class A Common Stock (including 378,024 shares of Class A Common Stock issuable upon exercise of warrants)
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 516,633 shares of Class A Common Stock (including 378,024 shares of Class A Common Stock issuable upon exercise of warrants)	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.12%	
<b>12</b>	TYPE OF REPORTING PERSON OO	

**Item 1(a). NAME OF ISSUER**

The name of the issuer is Falcon Minerals Corporation (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

The Company's principal executive offices are located at 1845 Walnut Street 10th Floor, Philadelphia, PA 19103.

**Item 2(a). NAME OF PERSON FILING**

This statement is filed by:

(i) Eric M. Mindich ("Mr. Mindich") (a) with respect to shares of Class A Common Stock (and shares of Class A Common Stock underlying warrants) directly owned by him, (b) with respect to the shares of Class A Common Stock owned by Everblue Osprey 2018 LLC and (c) with respect to the shares of Class A Common Stock (and shares of Class A Common Stock underlying warrants) owned by Everblue Osprey 2017 LLC which, as the manager of Everblue Osprey 2018 LLC and Everblue Osprey 2017 LLC, he is deemed to have voting and investment power over;

(ii) Everblue Osprey 2018 LLC with respect to the shares of Class A Common Stock directly owned by it; and

(iii) Everblue Osprey 2017 LLC with respect to the shares of Class A Common Stock (and shares of Class A Common Stock underlying warrants) directly owned by it.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The address of the business office of each of the Reporting Persons is 717 Fifth Avenue, 26th Floor, New York, NY 10022.

**Item 2(c). CITIZENSHIP**

Mr. Mindich is a United States citizen. Everblue Osprey 2018 LLC and Everblue Osprey 2017 LLC are each limited liability companies organized under the laws of the State of Delaware.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Class A Common Stock, par value \$0.0001 per share (the "Class A Common Stock")

**Item 2(e). CUSIP NUMBER**

30607B109

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Act;
- (b)  Bank as defined in Section 3(a)(6) of the Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP**

The percentages used herein are calculated based upon 45,855,000 shares of Class A Common Stock outstanding as of November 11, 2018, as reported by the Company in its Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on November 16, 2018.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 14, 2019

ERIC M. MINDICH, individually, and as manager of each of Everblue Osprey 2018 LLC and Everblue Osprey 2017 LLC

/s/ Kerrie J. Ferrentino

\_\_\_\_\_  
Name: Kerrie J. Ferrentino\*

Title: Attorney-in-Fact

\* Pursuant to a Power of Attorney dated as of August 29, 2018, which was attached as Exhibit 2 to the Schedule 13G, dated as of September 4, 2018.

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## EXHIBIT 1

**JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: February 14, 2019

ERIC M. MINDICH, individually, and as manager of each of Everblue Osprey 2018  
LLC and Everblue Osprey 2017 LLC

/s/ Kerrie J. Ferrentino

\_\_\_\_\_  
Name: Kerrie J. Ferrentino\*

Title: Attorney-in-Fact

\* Pursuant to a Power of Attorney dated as of August 29, 2018, which was attached as Exhibit 2 to the Schedule 13G, dated as of September 4, 2018.

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