

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Brotman Jeffrey F</u> _____ (Last) (First) (Middle) <u>C/O FALCON MINERALS CORPORATION</u> <u>1845 WALNUT STREET, 10TH FLOOR</u> _____ (Street) <u>PHILADELPHIA PA 19103</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Falcon Minerals Corp [FLMN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CLO and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/18/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	06/18/2019		J ⁽¹⁾		25,125	D	\$0 ⁽¹⁾	367,822	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Performance Stock Unit	(2)	06/18/2019		J ⁽³⁾		150,000	(2)	08/23/2025	Class A common stock	150,000	\$0	50,000	D	

Explanation of Responses:

- The Reporting Person has agreed to forfeit 25,125 unvested restricted stock units.
- The Reporting Person was previously granted performance and time vesting stock units pursuant to the Issuer's 2018 Long-Term Incentive Plan ("LTIP"). The award time-vests in full on August 23, 2021 and performance-vests upon the Issuer's stock achieving certain market price points. Upon vesting, the Reporting Person shall receive a corresponding number of shares of Class A common stock or, in the sole discretion of the Issuer's Compensation Committee, an amount in cash equal to the fair market value of the shares of Class A common stock otherwise deliverable.
- The Reporting Person has agreed to forfeit 150,000 unvested performance stock units previously granted under the LTIP.

/s/ Jeffrey F. Brotman 06/20/2019
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.