

| OMB APPROVAL | |
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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>HITE Hedge Asset Management LLC</u> (Last) (First) (Middle) 300 CROWN COLONY DR SUITE 108 (Street) QUINCY MA 02169 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/28/2019</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 ⁽¹⁾ | 06/28/2019 | | S | | 52,944 | D | \$8.4 | 180,425 | D ⁽²⁾ | |
| Class A Common Stock ⁽³⁾ | 06/28/2019 | | S | | 176,930 | D | \$8.4 | 1,081,623 | D ⁽²⁾ | |
| Class A Common Stock ⁽⁴⁾ | 06/28/2019 | | S | | 43,861 | D | \$8.4 | 65,260 | D ⁽²⁾ | |
| Class A Common Stock ⁽⁵⁾ | 06/28/2019 | | S | | 130,857 | D | \$8.4 | 393,850 | D ⁽²⁾ | |
| Class A Common Stock ⁽⁶⁾ | 06/28/2019 | | S | | 161,701 | D | \$8.4 | 1,973,465 | D ⁽²⁾ | |
| Class A Common Stock ⁽⁷⁾ | 06/28/2019 | | S | | 80,738 | D | \$8.4 | 975,816 | D ⁽²⁾ | |

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 | | | | | |

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person* <u>HITE Hedge Asset Management LLC</u> (Last) (First) (Middle) 300 CROWN COLONY DR SUITE 108 (Street) QUINCY MA 02169 (City) (State) (Zip) | | |
|--|--|--|

1. Name and Address of Reporting Person*

[HITE Energy LP](#)

(Last) (First) (Middle)

300 CROWN COLONY DR
SUITE 108

(Street)

QUINCY MA 02169

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[HITE Hedge LP](#)

(Last) (First) (Middle)

300 CROWN COLONY DR
SUITE 108

(Street)

QUINCY MA 02169

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[HITE MLP Caymans Ltd.](#)

(Last) (First) (Middle)

300 CROWN COLONY DR
SUITE 108

(Street)

QUINCY MA 02169

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[HITE MLP LP](#)

(Last) (First) (Middle)

300 CROWN COLONY DR
SUITE 108

(Street)

QUINCY MA 02169

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[HITE HEDGE OFFSHORE, LTD.](#)

(Last) (First) (Middle)

300 CROWN COLONY DR
SUITE 108

(Street)

QUINCY MA 02169

(City) (State) (Zip)

| | | |
|--|---------|----------|
| 1. Name and Address of Reporting Person* | | |
| <u>HITE Hedge QP LP</u> | | |
| (Last) | (First) | (Middle) |
| 300 CROWN COLONY DR SUITE 108 | | |
| (Street) | | |
| QUINCY | MA | 02169 |
| (City) (State) (Zip) | | |
| 1. Name and Address of Reporting Person* | | |
| <u>Jampel James M</u> | | |
| (Last) | (First) | (Middle) |
| 300 CROWN COLONY DR SUITE 108 | | |
| (Street) | | |
| QUINCY | MA | 02169 |
| (City) (State) (Zip) | | |

Explanation of Responses:

- Shares sold by HITE Energy LP.
- HITE Hedge Asset Management LLC may be deemed the indirect beneficial owner of these shares as a result of its role as investment adviser to the seller. James M. Jampel may be deemed the indirect beneficial owner of these shares as a result of his serving as Managing Member of HITE Hedge Asset Management LLC. After giving effect to all of the sales reflected in this Form 4, each of HITE Hedge Asset Management LLC and Mr. Jampel may be deemed the indirect beneficial owner of a total of 5,896,033 shares of Class A Common Stock. Mr. Jampel disclaims beneficial ownership of the shares reported except to the extent of his pecuniary interest therein.
- Shares sold by HITE Hedge LP.
- Shares sold by HITE MLP Caymans Ltd.
- Shares sold by HITE MLP LP.
- Shares sold by HITE Hedge Offshore Ltd.
- Shares sold by HITE Hedge QP LP.

Remarks:

This Form 4 is filed jointly by HITE Hedge Asset Management LLC, HITE Energy LP, HITE Hedge LP, HITE MLP Caymans Ltd., HITE MLP LP, HITE Hedge Offshore Ltd., HITE Hedge QP LP, and James M. Jampel. AS OF JULY 3, 2019, EACH OF THE FILING PERSONS IS A MEMBER OF A SECTION 13(d) GROUP THAT MAY BE DEEMED TO COLLECTIVELY OWN A TOTAL OF 5,896,033 SHARES OF CLASS A COMMON STOCK. Of those 5,896,033 shares, 463,845 are held directly by HITE MLP Advantage Caymans Ltd., 1,081,623 are held directly by HITE Hedge LP, 975,816 are held directly by HITE Hedge QP LP, 180,425 are held directly by HITE Energy LP, 1,973,465 are held directly by HITE Hedge Offshore Ltd., 761,749 are held directly by HITE MLP Advantage LP, 65,260 are held directly by HITE MLP Caymans Ltd., 393,850 are held directly by HITE MLP LP, and none are held directly by HITE Hedge Asset Management LLC or James M. Jampel.

HITE Hedge Asset Management LLC, By: /s/ James E. Conant, as attorney-in-fact for James M. Jampel, Managing Member 07/03/2019

HITE Energy LP, By: HITE Hedge Capital LP, its General Partner, By: HITE Hedge Capital LLC, its General Partner, By: /s/ James E. Conant, as attorney-in-fact for James M. Jampel, Manager 07/03/2019

James M. Jampel, /s/ James E. Conant, as attorney-in-fact for James M. Jampel 07/03/2019

** 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.