
**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): **August 22, 2018 (August 20, 2018)**

OSPREY ENERGY ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38158
(Commission File Number)

82-0820780
(IRS Employer Identification No.)

1845 Walnut Street, 10th Floor
Philadelphia, PA
(address of principal executive offices)

19103
(zip code)

(215) 832-4161
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 UR 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-commencements communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 5.07. Submission of Matters to a Vote of Security Holders.

On August 20, 2018, Osprey Energy Acquisition Corp. (“Osprey”) held a special meeting of stockholders (the “Special Meeting”) to consider certain proposals related to Osprey’s previously announced proposed acquisition of the limited partnership interests of certain subsidiaries of Royal Resources L.P. (the “Business Combination”).

As of the close of business on August 1, 2018, the record date for the Special Meeting, there were 34,375,000 shares of Class A common stock, par value 0.0001 per share (the “Class A common stock”), and Class B common stock, par value \$0.0001 per share (the “Class B common stock,” and together with the Class A common stock, the “Common Stock”), outstanding, each of which was entitled to one vote with respect to each proposal at the Special Meeting. At the Special Meeting, a total of 24,404,853 shares of Common Stock, representing approximately 71% of the outstanding shares of Common Stock entitled to vote, were present in person or by proxy, constituting a quorum to conduct business.

At the Special Meeting, the proposals described below were considered, each of which is further described in Osprey’s definitive proxy statement filed with the U.S. Securities and Exchange Commission and mailed to stockholders commencing on August 3, 2018.

The final voting results for each proposal are set forth below.

1. Proposal to approve and adopt the Contribution Agreement, dated as of June 3, 2018 (the “Contribution Agreement”), by and among Royal Resources L.P., Osprey, and the other parties thereto, and approve the transactions contemplated by the Contribution Agreement.

For	Against	Abstain	Broker Non-Votes
24,404,853	0	0	-

Proposal 1 was approved by Osprey’s stockholders, as the number of votes in favor of Proposal 1 constituted the affirmative vote of holders of a majority of the outstanding shares of Common Stock entitled to vote on the matter.

2. Proposal to approve and adopt amendments to Osprey’s amended and restated certificate of incorporation (as amended, the “Charter”), to be effective upon the consummation of the Business Combination, including six sub-proposals:

For	Against	Abstain	Broker Non-Votes
24,404,853	0	0	-

- a. To create a new class of capital stock designated as Class C common stock, par value \$0.0001 per share (the “Class C common stock”).

For	Against	Abstain	Broker Non-Votes
24,404,853	0	0	-

- b. To increase the number of authorized shares of Osprey’s capital stock to 361,000,000 shares and to increase the number of authorized shares of Osprey’s Class A Common Stock to 240,000,000 shares.

For	Against	Abstain	Broker Non-Votes
24,404,853	0	0	-

c. To adopt Delaware as the exclusive forum for certain stockholder litigation.

For	Against	Abstain	Broker Non-Votes
24,391,253	13,600	0	-

d. To require the affirmative vote of the holders of at least 75% of the voting power of all outstanding shares of capital stock of Osprey to amend, repeal or adopt certain provisions of the Charter.

For	Against	Abstain	Broker Non-Votes
23,901,565	503,288	0	-

e. To provide that Section 203 of the Delaware General Corporation Law, which governs business combinations between Osprey and certain interested Osprey stockholders, does not apply to Osprey.

For	Against	Abstain	Broker Non-Votes
24,391,253	13,600	0	-

f. To eliminate certain provisions in the Charter relating to Osprey's Class B common stock and our initial business combination that will no longer be applicable following the completion of the Business Combination.

For	Against	Abstain	Broker Non-Votes
24,404,853	0	0	-

Proposal 2, including each sub-proposal, was approved by Osprey's stockholders, as the number of votes in favor of Proposal 2 constituted the affirmative vote of holders of a majority of the outstanding shares of Common Stock entitled to vote on the matter.

3. Proposal to approve, for purposes of complying with applicable listing rules of The NASDAQ Capital Market (a) the issuance of Class C common stock in the Business Combination pursuant to the Contribution Agreement, (b) the issuance of Class A common stock concurrent with the completion of the Business Combination to certain qualified institutional buyers and accredited investors that have entered into subscription agreements with Osprey, (c) the issuance of Class A common stock in connection with the future redemption or exchange of common units representing limited partner interests in Osprey Minerals Operating Partnership, LP, a Delaware limited partnership, and (d) the issuance of Class A common stock upon the conversion of Class B common stock in accordance with the terms of the Charter.

For	Against	Abstain	Broker Non-Votes
24,404,853	0	0	-

Proposal 3 was approved by Osprey's stockholders, as the number of votes in favor of Proposal 3 constituted the affirmative vote of holders of a majority of the outstanding shares of Common Stock entitled to vote on the matter.

4. Proposal to approve and adopt the Falcon Minerals Corporation 2018 Long-Term Incentive Plan and material terms thereunder.

For	Against	Abstain	Broker Non-Votes
21,373,633	3,031,220	0	-

Proposal 4 was approved by Osprey's stockholders, as the number of votes in favor of Proposal 4 constituted the affirmative vote of holders of a majority of the outstanding shares of Common Stock entitled to vote on the matter.

5. Proposal to approve the adjournment of the special meeting to a later date or dates, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with the foregoing proposals was not necessary or appropriate because there were sufficient votes at the time of the Special Meeting to approve Proposals 1 through 4 above.

Item 8.01 Other Events.

On August 20, 2018, Osprey issued a press release regarding stockholder approval of the Business Combination and certain related matters. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description of Document
99.1	Press Release, dated August 20, 2018.

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.

OSPREY ENERGY ACQUISITION CORP.

Date: August 22, 2018

By: /s/ Jeffrey F. Brotman

Name: Jeffrey F. Brotman

Title: Chief Financial Officer, Chief Legal Officer and Secretary

**NEWS RELEASE**

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OSPREY ENERGY / FALCON MINERALS STOCKHOLDERS APPROVE INITIAL BUSINESS COMBINATION

PHILADELPHIA, PA – August 20, 2018 – Osprey Energy Acquisition Corp. (“Osprey”) (NASDAQ: OSPR, OSPRU, OSPRW), today announced that its stockholders have approved Osprey’s previously announced definitive agreement to acquire the assets of Royal Resources L.P., an entity owned by funds managed by Blackstone Energy Partners and Blackstone Capital Partners and approved the acquisitions and other transactions contemplated thereby, at the special meeting of stockholders held today. Additionally, Osprey announced that none of Osprey’s stockholders exercised their right to redeem shares of Class A common stock of Osprey in connection with the business combination. Osprey’s board of directors had previously approved the business combination.

In addition to approving the business combination, Osprey’s stockholders approved the amendment of Osprey’s certificate of incorporation, including changing the name of Osprey to “Falcon Minerals Corporation,” and all other proposals included in the definitive proxy statement filed by Osprey with the Securities and Exchange Commission (the “SEC”) on August 3, 2018.

Osprey expects the transactions to close in the coming days, subject to customary closing conditions. Upon closing, Falcon Minerals Corporation will be a public minerals company with a world-class, oil-weighted asset base concentrated in the core-of-the-core of the Eagle Ford Shale and a strategic focus on driving sustainable free cash flow and visible growth in leading North American oil play.

Forward-Looking Statements

Certain statements contained in this press release, which reflect the current views of Osprey with respect to future events, and any other statements of a future or forward-looking nature, constitute “forward-looking statements” for the purposes of applicable federal securities laws. These forward-looking statements include, but are not limited to, statements with respect to the completion of the transactions contemplated by the definitive agreement between Osprey and Royal Resources and the future operating and financial performance, business plans and prospects of the combined company. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The forward-looking statements contained in this press release are based on Osprey’s current expectations and beliefs concerning future developments and their potential effects on Osprey and Royal Resources. There can be no assurance that future developments affecting us will be those that we have anticipated. You should not place undue reliance on these forward-looking statements. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond Osprey’s or Royal Resources’ control) or other assumptions that may cause actual events to be materially different from those expressed or implied by these forward-looking statements. A description of certain risks and uncertainties and factors that could cause actual results to differ materially from past results and future plans and projected and estimated future results can be found in Osprey’s filings with the SEC, including the definitive proxy statement filed by Osprey with the SEC in connection with the proposed business combination and Osprey’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, all of which are available free of charge at www.sec.gov. None of Osprey, Royal Resources or their respective affiliates or representatives assumes any obligation to update or correct any forward-looking statements or other information contained in this press release.

About Falcon Minerals Corporation

Falcon Minerals Corporation is a C-Corporation formed to own and acquire high growth core-of-the-core oil-weighted minerals which generate substantial free cash flow. Upon closing of the business combination with Royal Resources L.P., Falcon Minerals will own mineral, royalty, and over-riding royalty interests covering 251,000 gross unit acres in the Eagle Ford and Austin Chalk in Kames County, DeWitt County, and Gonzales County Texas.

About Osprey Energy Acquisition Corp.

Osprey is an energy focused special purpose acquisition corporation formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses, capitalizing on its management team's experience to identify, acquire and operate a business in the energy industry that may provide opportunities for attractive returns. Osprey completed its \$275 million initial public offering in July 2017. On June 3, 2018, Osprey entered into a definitive agreement to acquire the assets of Royal Resources L.P.. Upon the closing of the business combination, Osprey will be renamed Falcon Minerals Corporation.
