

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>01/27/2020</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 <sup>(1)</sup>	01/27/2020		S		53,960	D	\$5.5	258,671	D <sup>(2)</sup>	
Class A Common Stock <sup>(3)</sup>	01/27/2020		S		129,770	D	\$5.5	622,433	D <sup>(2)</sup>	
Class A Common Stock <sup>(4)</sup>	01/27/2020		S		481,935	D	\$5.5	2,310,543	D <sup>(2)</sup>	
Class A Common Stock <sup>(5)</sup>	01/27/2020		S		157,130	D	\$5.5	753,544	D <sup>(2)</sup>	
Class A Common Stock <sup>(6)</sup>	01/27/2020		S		35,245	D	\$5.5	169,268	D <sup>(2)</sup>	
Class A Common Stock <sup>(7)</sup>	01/27/2020		S		91,960	D	\$5.5	440,794	D <sup>(2)</sup>	

**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 \*  
HITE Hedge Asset Management LLC  
  
 (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 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 \*

[HITE Hedge QP 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 Advantage LP](#)

(Last) (First) (Middle)  
300 CROWN COLONY DR  
SUITE 108

(Street)  
QUINCY MA 02169

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<a href="#">HITE MLP LP</a>		
(Last)	(First)	(Middle)
300 CROWN COLONY DR SUITE 108		
(Street)		
QUINCY	MA	02169
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">Jampel James M</a>		
(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 sellers. 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 transactions 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 4,555,253 shares of Class A Common Stock. Mr. Jampel disclaims beneficial ownership of the shares reported except to the extent of his pecuniary interest therein. Amounts in Table I reflect changes in form of beneficial ownership that have occurred since the most recent prior Form 4 was filed by the reporting persons.
- Shares sold by HITE Hedge LP.
- Shares sold by HITE Hedge Offshore Ltd.
- Shares sold by HITE Hedge QP LP.
- Shares sold by HITE MLP Advantage LP.
- Shares sold by HITE MLP LP.

**Remarks:**

This Form 4 is filed jointly by HITE Hedge Asset Management LLC, HITE Energy LP, HITE Hedge LP, HITE Hedge Offshore Ltd., HITE Hedge QP LP, HITE MLP Advantage LP, HITE MLP LP and James M. Jampel. As of January 29, 2020, each of the reporting persons is a member of a Section 13(d) group that may be deemed to collectively own a total of 4,555,253 shares of Class A Common Stock. Of those 4,555,253 shares, 622,433 were held directly by HITE Hedge LP, 753,544 were held directly by HITE Hedge QP LP, 258,671 were held directly by HITE Energy LP, 2,310,543 were held directly by HITE Hedge Offshore Ltd., 169,268 were held directly by HITE MLP Advantage LP, 440,794 were held directly by HITE MLP LP, and none were held directly by HITE Hedge Asset Management LLC or James M. Jampel.

[HITE Hedge Asset Management LLC, By: /s/ James E. Conant, Attorney-in-Fact for James M. Jampel, Managing Member](#) 01/29/2020

[HITE Energy LP, By: HITE Hedge Capital LP, its General Partner, By: HITE Hedge Capital LLC, its General Partner, By: /s/ James E. Conant, Attorney-in-Fact for James M. Jampel, Manager](#) 01/29/2020

[HITE Hedge LP, By: HITE Hedge Capital LP, its General Partner, By: HITE Hedge Capital LLC, its General Partner, By: /s/ James E. Conant, Attorney-in-Fact for James M. Jampel, Manager](#) 01/29/2020

[HITE Hedge Offshore Ltd., By: HITE Hedge Capital LP, its General Partner, By: HITE Hedge Capital LLC, its General Partner, By: /s/ James E. Conant, Attorney-in-Fact for James M. Jampel, Manager](#) 01/29/2020

HITE Hedge OP LP, By: HITE Hedge Capital LP, its General Partner, By: HITE Hedge Capital LLC, its General Partner, By: /s/ James E. Conant, Attorney-in-Fact for James M. Jampel, Manager 01/29/2020

HITE MLP Advantage LP, By: HITE Hedge Capital LP, its General Partner, By: HITE Hedge Capital LLC, its General Partner, By: /s/ James E. Conant, Attorney-in-Fact for James M. Jampel, Manager 01/29/2020

HITE MLP LP, By: HITE Hedge Capital LP, its General Partner, By: HITE Hedge Capital LLC, its General Partner, By: /s/ James E. Conant, Attorney-in-Fact for James M. Jampel, Manager 01/29/2020

James M. Jampel, By: /s/ James E. Conant, Attorney-in-Fact for James M. Jampel 01/29/2020

\*\* 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.**