

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) <u>07/03/2019</u>		

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⁾			

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	(A)	(D)	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)		
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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*		
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*		
Jampel James M		
(Last)	(First)	(Middle)
300 CROWN COLONY DR SUITE 108		
(Street)		
QUINCY	MA	02169
(City) (State) (Zip)		

Explanation of Responses:

1. This Form 4 amendment is filed solely to attach a Power of Attorney exhibit and does not amend any of the line items from the originally filed Form 4. This line item, which reports information with respect to a sale of shares by HITE Energy LP and that was initially reported on the originally filed Form 4, is being re-reported for the sole purpose of gaining access to the filing system.
2. 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 the Form 4 being amended hereby, 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.

Remarks:

Power of Attorney is attached hereto as Exhibit 24. A portion of the shares of Class A Common Stock that were sold on June 28, 2019 by the reporting persons and reported in the originally filed Form 4 were, under Section 16(b) of the Securities Exchange Act of 1934, matchable with purchases made by the reporting persons during the preceding six months. The reporting persons have undertaken to voluntarily disgorge to the issuer the Section 16(b) profit that resulted from such matchable transactions.

[HITE Hedge Asset Management LLC, By: /s/ James M. Jampel, Managing Member](#) 07/09/2019

[HITE Energy LP, By: HITE Hedge Capital LP, its General Partner, By: HITE Hedge Capital LLC, its General Partner, By: /s/ James M. Jampel, Manager](#) 07/09/2019

[HITE Hedge LP, By: HITE Hedge Capital LP, its General Partner, By: HITE Hedge Capital LLC, its General Partner, By: /s/ James M. Jampel, Manager](#) 07/09/2019

[HITE MLP Caymans Ltd., By: HITE Hedge Capital LP, its General Partner, By: HITE Hedge Capital LLC, its General Partner, By: /s/ James M. Jampel, Manager](#) 07/09/2019

[HITE MLP LP, By: HITE Hedge Capital LP, its General Partner, By: HITE Hedge Capital LLC, its General Partner, By: /s/ James M. Jampel, Manager](#) 07/09/2019

[HITE Hedge Offshore, Ltd., By: HITE Hedge Capital LP, its General Partner, By: HITE Hedge Capital LLC, its General Partner, By: /s/ James M. Jampel, Manager](#) 07/09/2019

HITE Hedge OP LP, By: HITE
Hedge Capital LP, its General
Partner, By: HITE Hedge
Capital LLC, its General
Partner, By: /s/ James M.
Jampel, Manager 07/09/2019
/s James M. Jampel 07/09/2019

** 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.

POWER OF ATTORNEY

(For Executing Form ID, Schedules 13D and 13G and Forms 3, 4 and 5)

Know all by these present, that the undersigned hereby constitutes and appoints James E. Conant of HITE Hedge Asset Management LLC, signing singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, Uniform Application for Access Codes to File on EDGAR, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 13 and Section 16(a) of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), or any rule or regulation thereunder;

(2) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the SEC any Schedules 13D and 13G and any Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 13 and Section 16(a) of the Exchange Act and the rules thereunder in the undersigned's capacity as a beneficial owner of securities held by HITE Hedge Asset Management LLC (the "*Company*");

(3) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Schedule 13D or 13G and any such Form 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(4) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 13 and Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the Company and the undersigned.

In Witness Whereof, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: July 9, 2019

By: /s/ James M. Jampel
Name: **James M. Jampel**