UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 15)*

Viper Energy, Inc.

Class A Common Stock, par value \$0.000001 per share (Title of Class of Securities)

> 927959106 (CUSIP Number)

John G. Finley **Blackstone Inc.** 345 Park Avenue New York, New York 10154 Tel: (212) 583-5000 (Name, Address, and Telephone Number of Person Authorized to Receive Notices and Communications)

January 19, 2024

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. □

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

13D/A

Page 2 of 16

(1)	Nam	es of R	eporting Persons			
			Topco LLC			
(2)	Check the appropriate box if a member of a group (see instructions)					
	(a) \Box (b) \boxtimes					
(3)	SEC	use on	ly			
(4)	Sour	ce of fu	ands (see instructions)			
	00					
(5)	Chec	k if dis	closure of legal proceedings is required pursuant to Items 2(d) or 2(e)			
(6)	Citiz	enship	or place of organization			
	Dela	ware				
		(7)	Sole voting power			
	ber of ares		3,742,347			
	Ĩ	(8)	Shared voting power			
benefi owne			0			
ea	ch	(9)	Sole dispositive power			
	rting son		3,742,347			
	th:	(10)	Shared dispositive power			
			0			
(11)	Aggr	egate a	mount beneficially owned by each reporting person			
		-				
(12)	3,742,347) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)					
()						
(13)	 Percent of class represented by amount in Row (11) 					
(13)						
(14)	4.3%		arting namon (agg instructions)			
(14) Type of reporting person (see instructions)		oring person (see insuluctions)				
	00					

CUSIP No. 927959106 13D/A Page 3 of 16 Names of Reporting Persons (1) Blackstone Management Associates VI L.L.C. Check the appropriate box if a member of a group (see instructions) (2) (a) 🗆 (b) 🗵 (3) SEC use only (4) Source of funds (see instructions) 00 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) (5) (6) Citizenship or place of organization Delaware Sole voting power (7)Number of 0 shares (8) Shared voting power beneficially 3,742,347 owned by each (9) Sole dispositive power reporting person 0 with: (10)Shared dispositive power 3,742,347 (11)Aggregate amount beneficially owned by each reporting person 3,742,347 (12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions) Percent of class represented by amount in Row (11) (13)4.3% (14) Type of reporting person (see instructions) 00

13D/A

Page 4 of 16

(1)	Nam	nes of R	eporting Persons			
	Blackstone Energy Management Associates II L.L.C.					
(2)	Check the appropriate box if a member of a group (see instructions) (a) □ (b) ⊠					
(3)	SEC	use on	ly			
(4)	(4) Source of funds (see instructions)		ands (see instructions)			
	00					
(5)	Chee	ck if dis	sclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)			
(6)	Citiz	enship	or place of organization			
	Dela	ware				
		(7)	Sole voting power			
	ber of tres		0			
		(8)	Shared voting power			
benefi own	ed by		3,742,347			
	ch rting	(9)	Sole dispositive power			
per	son		0			
wi	th:	(10)	Shared dispositive power			
			3,742,347			
(11)	Aggr	regate a	mount beneficially owned by each reporting person			
	3,742	2,347				
(12)			aggregate amount in Row (11) excludes certain shares (see instructions)			
(13)		ent of c	lass represented by amount in Row (11)			
4.3%						
(14)			orting person (see instructions)			
	00					
	00					

13D/A

200011 110	5. 7277571		I dge 5 of
(1)	Names of H	Reporting Persons	
	BMA VI L	.L.C.	
(2)	Check the a	appropriate box if a member of a group (see instructions)	
	(a) 🗆	(b) 🗵	
(3)	SEC use or	ıly	
(4)	Source of f	funds (see instructions)	
	00		
(5)	Check if di	sclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
(6)	Citizenship	o or place of organization	
	Delaware		
	(7)	Sole voting power	
Numbe		0	
share	(8)	Shared voting power	
benefici owned		3,742,347	
each		Sole dispositive power	
reporti			
perso with		0 Shared dispositive power	
	(10)		
(11)		3,742,347	
(11)	Aggregate a	amount beneficially owned by each reporting person	
,	3,742,347		
(12)	Check if the	e aggregate amount in Row (11) excludes certain shares (see instructions)	
(13)	Percent of o	class represented by amount in Row (11)	
4	4.3%		
		porting person (see instructions)	
	00		
	55		

13D/A

Page 6 of 16

(1)	Nam	es of R	eporting Persons
			EMA II L.L.C.
(2)	Chec	k the a	ppropriate box if a member of a group (see instructions)
	(a) [] ((b) 🗵
(3)	SEC	use on	ly
(4)	(4) Source of funds (see instructions)		ands (see instructions)
	00		
(5)	Chec	k if dis	sclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
(6)	Citiz	enship	or place of organization
	Dela	ware	
		(7)	Sole voting power
	ber of		0
sha	Ī	(8)	Shared voting power
benefi owne			3,742,347
ea	ch	(9)	Sole dispositive power
repo per			0
wi		(10)	Shared dispositive power
			3,742,347
(11)	Aggr	egate a	mount beneficially owned by each reporting person
	3,742	247	
(12)			aggregate amount in Row (11) excludes certain shares (see instructions)
(13)			
	4.3%		
(14)			orting person (see instructions)
		-	
	00		

13D/A

Page 7 of 16

(1)	Nam	es of R	eporting Persons
			Holdings III L.P.
(2)	Chec (a) [ppropriate box if a member of a group (see instructions)b) ⊠
	(a) L	(
(3)	SEC	use on	ly
(4)	(4) Source of funds (see instructions)		inds (see instructions)
	00		
(5)	Chec	k if dis	closure of legal proceedings is required pursuant to Items 2(d) or 2(e)
(6)	Citiz	enship	or place of organization
	Queł	bec, Ca	nada
I		(7)	Sole voting power
Numl sha	ber of		3,742,347
	Ī	(8)	Shared voting power
benefi owne	cially ed by		0
ea	ch	(9)	Sole dispositive power
	rting son		3,742,347
wi	th:	(10)	Shared dispositive power
			0
(11)	Aggr	egate a	mount beneficially owned by each reporting person
	3,742	2.347	
(12)			aggregate amount in Row (11) excludes certain shares (see instructions)
(13)			lass represented by amount in Row (11)
	4.3%		
(14)			orting person (see instructions)
	PN		
	1 1 1		

CUSIP No. 92	2795910	06 13D/A	Page 8 of 16	
(1) Nan	Names of Reporting Persons			
Blac	ekstone	Holdings III GP L.P.		
		appropriate box if a member of a group (see instructions)		
(a)		(b) 🖂		
(3) SEC	c use on	ly		
(1) 0	6.6			
(4) Sou	rce of f	unds (see instructions)		
00				
(5) Che	ck if di	sclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)		
(6) Citi	zenship	or place of organization		
Dela	aware			
	(7)	Sole voting power		
Number of		3,742,347		
shares	(8)	Shared voting power		
beneficially				
owned by each	(9)	0 Sole dispositive power		
reporting	(\mathcal{I})			
person with:	(10)	3,742,347		
with.	(10)	Shared dispositive power		
		0		
(11) Agg	regate a	mount beneficially owned by each reporting person		
3,74	2,347			
		e aggregate amount in Row (11) excludes certain shares (see instructions)		
4.20	/			
(14) Type		orting person (see instructions)		
	P			
PN	PN			

CUSIP No. 927959106 13D/A Page 9 of 16 Names of Reporting Persons (1) Blackstone Holdings III GP Management L.L.C. Check the appropriate box if a member of a group (see instructions) (2) (a) 🗆 (b) 🗵 (3) SEC use only (4) Source of funds (see instructions) 00 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) (5) (6) Citizenship or place of organization Delaware Sole voting power (7)Number of 3,742,347 shares (8) Shared voting power beneficially 0 owned by Sole dispositive power each (9) reporting person 3,742,347 with: (10)Shared dispositive power 0 (11)Aggregate amount beneficially owned by each reporting person 3,742,347 (12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions) Percent of class represented by amount in Row (11) (13)4.3% (14) Type of reporting person (see instructions) 00

13D/A

Page 10 of 16

(1)	Nam	es of R	eporting Persons			
	Blackstone Inc.					
(2)	Check the appropriate box if a member of a group (see instructions)					
	(a) [] (b) 🗵			
(3)	SEC	use on	ly			
(4)	(4) Source of funds (see instructions)		ands (see instructions)			
	00					
(5)	Chec	k if dis	closure of legal proceedings is required pursuant to Items 2(d) or 2(e)			
(6)	Citiz	enship	or place of organization			
	Dela	ware				
		(7)	Sole voting power			
Numl sha	ber of		3,742,347			
	Ī	(8)	Shared voting power			
benefi owne			0			
ea		(9)	Sole dispositive power			
repor per						
wi		(10)	3,742,347 Shared dispositive power			
(11)	Agar	agata a	0 mount beneficially owned by each reporting person			
(11)	Aggi	egate a	mount beneficiarly owned by each reporting person			
(10)	3,742					
(12)	Chec	k if the	aggregate amount in Row (11) excludes certain shares (see instructions)			
(13)	Perce	ent of c	lass represented by amount in Row (11)			
	4.3%					
(14)	Туре	of repo	orting person (see instructions)			
СО						

CUSIP No. 92	279591(06	13D/A	Page 11 of 16
(1) Nar	nes of F	Leporting Persons		
Bla	ckstone	Group Management L.L.C.		
(2) Che	ck the a	appropriate box if a member of a $(b) \boxtimes$	a group (see instructions)	
(a)		(0) 🖾		
(3) SEC	C use on	ly		
(4) Sou	rce of f	unds (see instructions)		
00				
		sclosure of legal proceedings is	required pursuant to Items 2(d) or 2(e)	
(6) Citi	zenship	or place of organization		
Del	aware			
	(7)	Sole voting power		
Number of		3,742,347		
shares	(8)	Shared voting power		
beneficially	r	0		
owned by each	(9)	0 Sole dispositive power		
reporting		sole dispositive power		
person		3,742,347		
with:	(10)	Shared dispositive power		
		0		
(11) Agg	regate a	mount beneficially owned by e	ach reporting person	
3.74	2,347			
		e aggregate amount in Row (11)	excludes certain shares (see instructions)	
(13) Pero	cent of c	lass represented by amount in I	Row (11)	
4.39				
(14) Typ	e oi rep	orting person (see instructions)		
00				

13D/A

Page 12 of 16

(1)	Nam	es of R	eporting Persons
	Stephen A. Schwarzman		
(2)	Chec	k the a	ppropriate box if a member of a group (see instructions)
	(a) [] (b) 🗵
(3)	SEC	use on	ly
(4)	(4) Source of funds (see instructions)		inds (see instructions)
	00		
(5)	Chec	k if dis	closure of legal proceedings is required pursuant to Items 2(d) or 2(e)
(6)	Citiz	enship	or place of organization
	Unit	ed State	28
I		(7)	Sole voting power
Numt			3,742,347
sha	Ī	(8)	Shared voting power
benefi owne			0
ea	ch	(9)	Sole dispositive power
repor pers			3,742,347
wi		(10)	Shared dispositive power
			0
(11)	Aggr	egate a	mount beneficially owned by each reporting person
	3,742	247	
(12)			aggregate amount in Row (11) excludes certain shares (see instructions)
(13)	 Percent of class represented by amount in Row (11) 		
(14)	4.3%		orting person (see instructions)
(1)		orrept	
	IN		

This Amendment No. 15 ("Amendment No. 15") amends the statement on Schedule 13D filed with the Securities Exchange Commission on October 12, 2021, as amended by Amendment No. 1 filed on October 21, 2021, Amendment No. 2 filed on January 11, 2022, Amendment No. 3 filed on March 22, 2022, Amendment No. 4 filed on May 2, 2022, Amendment No. 5 filed on October 21, 2022, Amendment No. 6 filed on November 8, 2022, Amendment No. 7 filed on April 17, 2023, Amendment No. 8 filed on April 20, 2023, Amendment No. 9 filed on August 8, 2023, Amendment No. 10 filed on October 30, 2023, Amendment No. 11 filed on November 15, 2023, Amendment No. 12 filed on December 19, 2023, Amendment No. 13, filed on January 9, 2024 and Amendment No. 14, filed on January 16, 2024 (as amended, the "Schedule 13D"), with respect to the shares of Class A common stock, \$0.000001 par value per share (the "Common Stock"), of Viper Energy, Inc., a Delaware corporation (the "Issuer"), and is being filed pursuant to Section 13(d) of the Act. The principal executive offices of the Issuer are located at 500 West Texas Avenue, Suite 100, Midland, TX 79701. Except as specifically amended by this Amendment No. 15, the Schedule 13D remains in full force and effect. Capitalized terms used but not defined in this Amendment No. 15 shall have the same meanings ascribed to them in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

Items 5(a)-(c) and (e) of the Schedule 13D are hereby amended and restated as follows:

(a) and (b) Calculations of the percentage of Common Stock beneficially owned is based on 87,144,273 shares of Common Stock outstanding as of November 13, 2023, as reported in the Issuer's Registration Statement on Form S-3, filed by the Issuer with the Securities and Exchange Commission on November 13, 2023.

The aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person and, for each Reporting Person, the number of Common Stock as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on rows 7 through 11 and row 13 of the cover pages of this Schedule 13D and are incorporated herein by reference.

As of the date hereof, BX Guidon Topco LLC directly holds 3,742,347 shares of Common Stock.

The controlling membership interests of BX Guidon Topco LLC are held by Blackstone Management Associates VI L.L.C. and Blackstone Energy Management Associates II L.L.C. BMA VI L.L.C. is the sole member of Blackstone Management Associates VI L.L.C. Blackstone EMA II L.L.C. is the sole member of Blackstone Energy Management Associates II L.L.C. Blackstone Holdings III L.P. is the managing member of each of BMA VI L.L.C. and Blackstone EMA II L.L.C. Blackstone Holdings III GP L.P. is the general partner of Blackstone Holdings III L.P. Blackstone Holdings III GP Management L.L.C. is the general partner of Blackstone Holdings III GP Management L.L.C. The sole holder of the Series II preferred stock of Blackstone Inc. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.

Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any Reporting Person is the beneficial owner of the Common Stock referred to herein for purposes of Section 13(d) of the Act, or for any other purpose and each of the Reporting Persons expressly disclaims beneficial ownership of such Common Stock.

13D/A

(c) On January 19, 2024 and January 26, 2024, the Reporting Persons delivered 405,000 and 300,000 shares of Common Stock held by the Reporting Persons, respectively, pursuant to the exercise and settlement of covered call options by the holders thereof. Except as set forth in this Amendment No. 15, none of the Reporting Persons has effected any transaction in Common Stock since the filing of Amendment No. 14.

(e) As a result of the exercise and settlement of covered call options by the holders thereof, on January 19, 2024, the Reporting Persons ceased to be the beneficial owners of more than five percent of the Issuer's outstanding Common Stock. The filing of this Amendment No 15. represents the final amendment to the Schedule 13D and constitutes an exit filing for the Reporting Persons.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended by adding the following at the end thereof:

Between January 22, 2024 and January 23, 2024, BX Guidon Topco LLC sold an aggregate of 794,253 covered call options, with expiration dates between February 16, 2024 and February 28, 2024, at strike prices at or near the trading price on the trade date. If exercised, the options will be settled by BX Guidon Topco LLC's delivery of Common Stock.

13D/A

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in the statement is true, complete and correct.

Date: January 26, 2024

BX Guidon Topco LLC

By: /s/ Brijesh Kalaria

Name: Brijesh Kalaria Title: Vice President

Blackstone Management Associates VI L.L.C.

By: BMA VI L.L.C., its sole member

By: /s/ Tabea Hsi Name: Tabea Hsi Title: Authorized Signatory

Blackstone Energy Management Associates II L.L.C.

By: Blackstone EMA II L.L.C., its sole member

By:	/s/ Tabea Hsi
Name:	Tabea Hsi
Title:	Authorized Signatory
BMA V	1 L.L.C.
By:	/s/ Tabea Hsi
Name:	Tabea Hsi
Title:	Authorized Signatory
Blackst	one EMA II L.L.C.
By:	/s/ Tabea Hsi
Name:	Tabea Hsi
Title:	Authorized Signatory

Blackstone Holdings III L.P.

By: Blackstone Holdings III GP L.P., its general partner

By: Blackstone Holdings III GP Management L.L.C., its general partner

By: /s/ Tabea Hsi

Name: Tabea Hsi Title: Senior Managing Director

Blackstone Holdings III GP L.P.

By: Blackstone Holdings III GP Management L.L.C., its general partner

By:/s/ Tabea HsiName:Tabea HsiTitle:Senior Managing Director

Blackstone Holdings III GP Management L.L.C.

By:	/s/ Tabea Hsi
Name:	Tabea Hsi
Title:	Senior Managing Director

Blackstone Inc.

By: /s/ Tabea Hsi Name: Tabea Hsi Title: Senior Managing Director

Blackstone Group Management L.L.C.

By: /s/ Tabea Hsi Name: Tabea Hsi Title: Senior Managing Director

Stephen A. Schwarzman

/s/ Stephen A. Schwarzman