
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Vital Energy, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

45-3007926
(I.R.S. Employer
Identification No.)

521 E. Second Street, Suite 1000
Tulsa, Oklahoma
(Address of Principal Executive Offices)

74120
(Zip Code)

VITAL ENERGY, INC.
OMNIBUS EQUITY INCENTIVE PLAN
(Full title of the plan)

Mark D. Denny
Executive Vice President – General Counsel & Secretary
Vital Energy, Inc.
521 E. Second Street, Suite 1000
Tulsa, Oklahoma 74120
(Name and address of agent for service)

(918) 513-4570
(Telephone number, including area code, of agent for service)

Copy to:

Thomas G. Zentner
Jackson A. O'Maley
Vinson & Elkins L.L.P.
200 West 6th Street
Suite 2500
Austin, Texas 78707
(512) 542-8400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act").

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed for the purpose of registering the offer and sale of an additional 990,000 shares of common stock, par value \$0.01 per share (“Common Stock”), of Vital Energy, Inc., a Delaware corporation (the “Registrant”), that may be issued under the Vital Energy, Inc. Omnibus Equity Incentive Plan (as amended from time to time, the “Plan”) pursuant to the Amended and Restated Omnibus Equity Incentive Plan effective as of May 23, 2024 (the “Amended Plan”), which Common Stock consists of shares that are reserved and available for delivery with respect to awards under the Plan and additional shares that have or may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan.

Pursuant to General Instruction E to Form S-8, the Registrant hereby incorporates by reference into this Registration Statement the contents of the Form S-8 registration statements previously filed with the Securities and Exchange Commission (the “Commission”) on [December 30, 2011](#) (File No. 333-178828), [May 25, 2016](#) (File No. 333-211610), [May 20, 2019](#) (File No. 333-231593), and [May 24, 2021](#) (File No. 333-256431). The additional shares of Common Stock registered pursuant to this Registration Statement were authorized pursuant to the Amended Plan, which was approved by the Registrant’s stockholders at the Registrant’s annual meeting held on May 23, 2024.

PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The Registrant will provide all participants in the Plan with the document(s) containing the information required by Part I of Form S-8, as specified in Rule 428(b)(1) promulgated by the Commission under the Securities Act. In accordance with Rule 428 of the Securities Act, the Registrant has not filed such document(s) with the Commission, but such document(s) (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. The Registrant shall maintain a file of such documents in accordance with the provisions of Rule 428(a)(2) of the Securities Act. Upon request, the Registrant shall furnish to the Commission or its staff a copy or copies of all of the documents included in such file.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 6. Indemnification of Directors and Officers.

Our amended and restated certificate of incorporation limits the liability of our directors for monetary damages for breach of their fiduciary duty as directors, except for the following liabilities that cannot be eliminated under the General Corporation Law of the State of Delaware (the “DGCL”):

- for any breach of their duty of loyalty to us or our stockholders;
- for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- for an unlawful payment of dividends or an unlawful stock purchase or redemption, as provided under Section 174 of the DGCL; or
- for any transaction from which the director derived an improper personal benefit.

Any amendment or repeal of these provisions will be prospective only and would not affect any limitation on liability of a director for acts or omissions that occurred prior to any such amendment or repeal.

Our fourth amended and restated bylaws also provide that we will indemnify our directors and officers to the fullest extent permitted by Delaware law; provided that we shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors. Our fourth amended and restated bylaws also explicitly authorize us to purchase insurance to protect any of our officers, directors, employees or agents or any person who is or was serving at our request as an officer, director, employee or agent of another enterprise for any expense, liability or loss, regardless of whether Delaware law would permit indemnification.

We have entered into indemnification agreements with directors and officers. The agreements provide that we will indemnify and hold harmless each indemnitee for certain expenses to the fullest extent permitted or authorized by law, including the DGCL, in effect on the date of the agreement or as it may be amended to provide more advantageous rights to the indemnitee. If such indemnification is unavailable as a result of a court decision and if we and the indemnitee are jointly liable in the proceeding, we will contribute funds to the indemnitee for his or her expenses in proportion to relative benefit and fault of us and indemnitee in the transaction giving rise to the proceeding. The indemnification agreements also provide that we will indemnify the indemnitee for monetary damages for actions taken as our director or officer or for serving at our request as a director or officer or another position at another corporation or enterprise, as the case may be. The indemnification agreements and our fourth amended and restated bylaws also provide that we must advance payment of certain expenses to the indemnitee, including fees of counsel, subject to receipt of an undertaking from the indemnitee to return such advance if it is ultimately determined that the indemnitee is not entitled to indemnification.

We believe that the limitation of liability provision in our second amended and restated certificate of incorporation, fourth amended and restated bylaws and the indemnification agreements will facilitate our ability to continue to attract and retain qualified individuals to serve as directors and officers.

In addition, the terms of the Plan provide for the indemnification of the officers and directors of the Registrant for any claims arising out of any action taken or omitted to be taken or any determination made in good faith with respect to the Plan or any awards granted thereunder.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed in the Exhibit Index to this Registration Statement, which precedes such exhibits and is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Second Amended and Restated Certificate of Incorporation of Vital Energy, Inc., dated as of May 28, 2024 (incorporated by reference to the Registrant's Current Report on Form 8-K (File No. 001-35380) filed on May 28, 2024).</u>
4.2	<u>Fourth Amended and Restated Bylaws of Vital Energy, Inc. (incorporated by reference to the Registrant's Current Report on Form 8-K (File No. 001-35380) filed on January 9, 2023).</u>
4.3	<u>Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 of Vital Energy's Registration Statement on Form 8-A12B/A (File No. 001-35380) filed on January 7, 2014).</u>
5.1*	<u>Opinion of Vinson & Elkins L.L.P.</u>
23.1*	<u>Consent of Ernst & Young L.L.P.</u>
23.2*	<u>Consent of Grant Thornton L.L.P.</u>
23.3*	<u>Consent of Ryder Scott Company, L.P.</u>
23.4*	<u>Consent of Weaver and Tidwell, L.L.P. with respect to Driftwood annual consolidated financial statements.</u>
23.5*	<u>Consent of Weaver and Tidwell, L.L.P. with respect to Forge audited annual financial statements.</u>
23.6*	<u>Consent of Weaver and Tidwell, L.L.P. with respect to Henry audited consolidated financial statements.</u>
23.7*	<u>Consent of Moss Adams LLP with respect to Maple financial statements.</u>
23.8*	<u>Consent of Ernst & Young LLP with respect to consolidated financial statements of Tall City.</u>
23.9*	<u>Consent of Deloitte & Touche LLP with respect to Point Energy audited annual financial statements.</u>
23.10*	<u>Consent of Netherland, Sewell & Associates, Inc. with respect to Point Energy reserves report.</u>
23.11*	<u>Consent of Vinson & Elkins L.L.P. (included as part of its opinion filed as Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included as part of the signature pages to this Registration Statement).</u>
99.1	<u>Vital Energy, Inc. Omnibus Equity Incentive Plan (amended and restated as of May 23, 2024), incorporated by reference to the Registrant's Current Report on Form 8-K (File No. 001-35380) filed on May 28, 2024).</u>
107.1*	<u>Filing Fee Table</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa, State of Oklahoma, on October 1, 2024.

VITAL ENERGY, INC.

By: /s/ Jason Pigott

Name: Jason Pigott

Title: President & Chief Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on October 1, 2024, each person whose signature appears below appoints Jason Pigott, Bryan Lemmerman and Mark D. Denny, and each of them, any of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and any additional registration statement (including any amendment thereto) for this offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>
<u>/s/ Jason Pigott</u> Jason Pigott	President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Bryan J. Lemmerman</u> Bryan J. Lemmerman	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Stephen L. Faulkner, Jr.</u> Stephen L. Faulkner, Jr.	Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ William E. Albrecht</u> William E. Albrecht	Director (Chairman)
<u>/s/ John Driver</u> John Driver	Director
<u>/s/ Frances Powell Hawes</u> Frances Powell Hawes	Director
<u>/s/ Jarvis V. Hollingsworth</u> Jarvis V. Hollingsworth	Director
<u>/s/ Dr. Craig M. Jarchow</u> Dr. Craig M. Jarchow	Director

Signature	Title
<hr/> <i>/s/ Dr. Shihab Kuran</i> Dr. Shihab Kuran	Director
<hr/> <i>/s/ Lisa M. Lambert</i> Lisa M. Lambert	Director
<hr/> <i>/s/ Lori A. Lancaster</i> Lori A. Lancaster	Director
<hr/> <i>/s/ Edmund P. Segner, III</i> Edmund P. Segner, III	Director

October 1, 2024

Vital Energy, Inc.
521 E. Second Street, Suite 1000
Tulsa, OK 74120

Ladies and Gentlemen:

We have acted as counsel for Vital Energy, Inc., a Delaware corporation (the “Company”), in connection with the Company’s registration under the Securities Act of 1933, as amended (the “Act”), of the offer and sale of up to an aggregate of 990,000 shares of the Company’s common stock, par value \$0.01 per share (the “Shares”), pursuant to the Company’s registration statement on Form S-8 (the “Registration Statement”), to be filed with the Securities and Exchange Commission on September 24, 2024, which Shares may be issued from time to time in accordance with the terms of the Vital Energy, Inc. Omnibus Equity Incentive Plan (as amended from time to time, the “Plan”) pursuant to the Amended and Restated Omnibus Equity Incentive Plan effective as of May 23, 2024 (the “Amended Plan”).

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan and the Amended Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

Vinson & Elkins LLP Attorneys at Law
Austin Dallas Dubai Houston London Los Angeles
New York Richmond San Francisco Tokyo Washington

845 Texas Avenue, Suite 4700
Houston, Texas 77002
Tel +1.713.758.2222 **Fax** +1.713.758.2346 **velaw.com**

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

Vinson & Elkins L.L.P.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Omnibus Equity Incentive Plan of Vital Energy, Inc. of our reports dated March 11, 2024, with respect to the consolidated financial statements of Vital Energy, Inc. and the effectiveness of internal control over financial reporting of Vital Energy, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Tulsa, Oklahoma
October 1, 2024

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated February 24, 2022, with respect to the consolidated financial statements of Vital Energy, Inc. (formerly known as Laredo Petroleum, Inc.) as of December 31, 2021 and for the year ended December 31, 2021 included in the Annual Report on Form 10-K for the year ended December 31, 2023, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ Grant Thornton LLP

Tulsa, Oklahoma
October 1, 2024

**RYDER SCOTT COMPANY****PETROLEUM CONSULTANTS**TBPELS REGISTERED ENGINEERING FIRM F-1580
1100 LOUISIANA SUITE 4600

HOUSTON, TEXAS 77002-5294

TELEPHONE (713) 651-9191

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS

Ryder Scott Company, L.P. hereby consents to the incorporation by reference in this Registration Statement on Form S-8 and any amendments thereto filed by Vital Energy, Inc. (the "**Company**") of references to our name and to our summary report dated January 18, 2024 relating to information from its reports regarding those quantities estimated by Ryder Scott of proved reserves of Vital Energy, Inc. and its subsidiaries, the future net revenues from those reserves and their present value for the years ended December 31, 2023, 2022 and 2021, included in the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 11, 2024.

/s/ Ryder Scott Company, L.P.

RYDER SCOTT COMPANY, L.P.

TBPELS Firm Registration No. F-1580

Houston, Texas
October 1, 2024

SUITE 2800, 350 7TH AVENUE, S.W.
633 17TH STREET, SUITE 1700

CALGARY, ALBERTA T2P 3N9
DENVER, COLORADO 80202

TEL (403) 262-2799
TEL (303) 339-8110



Consent of Independent Auditor

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to Vital Energy, Inc. of references to our name and of our report dated June 7, 2023, relating to the consolidated financial statements of Driftwood Energy Partners, LLC and subsidiaries as of and for the years ended December 31, 2022 and 2021, included on that Current Report on Form 8-K of Vital Energy, Inc. dated June 15, 2023.

/s/ WEAVER AND TIDWELL, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Dallas, Texas
October 1, 2024

Weaver and Tidwell, L.L.P.
2300 North Field Street, Suite 1000 | Dallas, Texas 75201
Main: 972.490.1970

CPAs AND ADVISORS | WEAVER.COM



Consent of Independent Auditors

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to Vital Energy, Inc. of references to our name and of our report dated July 7, 2023, relating to the financial statements of Forge Energy II Delaware, LLC, as of and for the years ended December 31, 2022 and 2021, included on that Current Report on Form 8-K of Vital Energy, Inc. dated July 13, 2023.

/s/ WEAVER AND TIDWELL, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Austin, Texas
October 1, 2024

Weaver and Tidwell, L.L.P.
1601 South MoPac Expressway, Suite D250 | Austin, Texas 78746
Main: 512.609.1900

CPAs AND ADVISORS | WEAVER.COM



Consent of Independent Auditor

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to Vital Energy, Inc. of references to our name and of our report dated September 5, 2023, with respect to the consolidated balance sheets of Henry Energy LP and subsidiaries as of December 31, 2022, 2021 and 2020 and the related consolidated statements of operations, changes in partner's capital, and cash flows for the years ended December 31, 2022, 2021 and 2020, and the related notes to the consolidated financial statements, included on that Current Report on Form 8-K of Vital Energy, Inc. dated September 13, 2023.

/s/ WEAVER AND TIDWELL, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Midland, Texas
October 1, 2024

Weaver and Tidwell, L.L.P.
400 West Illinois Avenue, Suite 1550 | Midland, Texas 79701
Main: 432.683.5226

CPAs AND ADVISORS | WEAVER.COM

Consent of Independent Auditors

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Vital Energy, Inc., of our report dated April 28, 2023, relating to the financial statements of Maple Energy Holdings, LLC (which report expresses an unmodified opinion and includes an emphasis-of-matter paragraph relating to a change in the method of accounting for leases), appearing in the Current Report on Form 8-K dated September 13, 2023 of Vital Energy, Inc., filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

Houston, Texas
October 1, 2024

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Omnibus Equity Incentive Plan of Vital Energy, Inc. of our report dated April 28, 2023, with respect to the consolidated financial statements of Tall City Exploration III LLC as of and for the years ended December 31, 2022 and 2021 included in Vital Energy Inc.'s Current Report on Form 8-K dated September 13, 2023.

/s/ Ernst & Young LLP

Houston, Texas
October 1, 2024

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 10, 2024 relating to the financial statements of Point Energy Partners Operating, LLC, appearing in the Current Report on Form 8-K of Vital Energy, Inc. filed on September 23, 2024.

/s/ Deloitte & Touche LLP

Dallas, Texas
October 1, 2024



CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 and any amendments thereto filed by Vital Energy, Inc. (the "Company") of references to our name and to our report dated August 20, 2024, with respect to estimates of oil and gas reserves and future revenue of Point Energy Partners as of December 31, 2023, included in the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 23, 2024.

NETHERLAND, SEWELL & ASSOCIATES, INC.

By: /s/ Eric J. Stevens

Eric J. Stevens, P.E.

President and Chief Operating Officer

Dallas, Texas
October 1, 2024

Calculation of Filing Fee Table

Form S-8 Registration Statement Under The Securities Act Of 1933 (Form Type)

Vital Energy, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, \$0.01 par value per share	Other	990,000	\$28.37	\$28,086,300	0.0001531	\$4,300.01
Total Offering Amounts						\$28,086,300		\$4,300.01
Total Fee Offsets								—
Net Fee Due								\$4,300.01

- (1) The Form S-8 registration statement to which this Exhibit 107.1 is attached (the “Registration Statement”) registers 990,000 shares of common stock, \$0.01 par value per share (the “Common Stock”), of Vital Energy, Inc., a Delaware corporation, that may be delivered with respect to awards under the Vital Energy, Inc. Omnibus Equity Incentive Plan (as amended from time to time, the “Plan”) pursuant to the Amended and Restated Omnibus Equity Incentive Plan effective as of May 23, 2024, which Common Stock consists of shares reserved and available for delivery with respect to awards under the Plan and additional shares that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), the Registration Statement shall be deemed to cover an indeterminate number of additional shares of Common Stock that may become issuable as a result of stock splits, stock dividends or similar transactions pursuant to the adjustment or anti-dilution provisions of the Plan. The proposed maximum offering price per share and proposed maximum aggregate offering price for the shares of Common Stock covered by this Registration Statement have been estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act based upon the average of the high and low prices of a share of Common Stock as reported on the New York Stock Exchange on September 25, 2024 (a date within five business days prior to the date of filing the Registration Statement), which was equal to \$28.37.