

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>RIVERSTONE HOLDINGS LLC</u>  (Last) (First) (Middle) <u>712 FIFTH AVENUE, 36TH FLOOR</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vital Energy, Inc. [ VTLE ]</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>11/17/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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						Title
Forward Sale Contract (obligation to sell)	(1)(2)(3)	11/17/2023		J/K	(1)(2)(3)	1,000,000		(1)(2)(3)	(1)(2)(3)	Common Stock	1,000,000	(1)(2)(3)	1,000,000	I	See footnotes <sup>(4)(5)</sup>

1. Name and Address of Reporting Person\*  
RIVERSTONE HOLDINGS LLC  
 (Last) (First) (Middle)  
712 FIFTH AVENUE, 36TH FLOOR  
 (Street)  
NEW YORK NY 10019  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
RCP II F1 GP, L.L.C.  
 (Last) (First) (Middle)  
C/O RIVERSTONE HOLDINGS LLC  
712 FIFTH AVENUE, 36TH FLOOR  
 (Street)  
NEW YORK NY 10019  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
RCP F1 GP, L.L.C.  
 (Last) (First) (Middle)  
C/O RIVERSTONE HOLDINGS LLC  
712 FIFTH AVENUE, 36TH FLOOR  
 (Street)  
NEW YORK NY 10019  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
RCP Strategic Credit Partners (A) GP, L.L.C.

(Last)	(First)	(Middle)
C/O RIVERSTONE HOLDINGS LLC		
712 FIFTH AVENUE, 36TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person\*

[Riverstone/Gower Mgmt Co Holdings, L.P.](#)

(Last)	(First)	(Middle)
C/O RIVERSTONE HOLDINGS LLC		
712 FIFTH AVENUE, 36TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person\*

[Riverstone Management Group, L.L.C.](#)

(Last)	(First)	(Middle)
C/O RIVERSTONE HOLDINGS LLC		
712 FIFTH AVENUE, 36TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person\*

[LEUSCHEN DAVID M](#)

(Last)	(First)	(Middle)
C/O RIVERSTONE HOLDINGS LLC		
712 FIFTH AVENUE, 36TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person\*

[LAPEYRE PIERRE F JR](#)

(Last)	(First)	(Middle)
C/O RIVERSTONE HOLDINGS LLC		
712 FIFTH AVENUE, 36TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City)		
(State)	(Zip)	

**Explanation of Responses:**

- On November 17, 2023, each of Riverstone Credit Partners - Direct, L.P. ("Riverstone Credit Partners") and Riverstone Credit Partners II - Direct, L.P. ("Riverstone Credit Partners II" and together with Riverstone Credit Partners, the "Riverstone Sellers") entered into a variable share forward transaction (the "Transactions") with an unaffiliated bank (the "Bank") pursuant to a Master Terms and Conditions for Variable Share Forward Transactions entered into between such Riverstone Seller and the Bank, dated November 17, 2023 (the "Agreement"), relating to up to an aggregate of 1,000,000 shares of common stock of the Issuer ("Common Stock") and obligating the Riverstone Sellers to deliver to the Bank cash to settle the Transactions as further described below. The Riverstone Sellers pledged a volume of shares of Common Stock (the "Pledged Shares")
- (Continued from footnote 1) equal to the number of shares subject to the Transactions to secure their obligations under the Agreement and retained voting and ordinary dividend rights in the Pledged Shares during the term of the pledge, subject to certain payments the Riverstone Sellers may need to make to the Bank with respect to dividends under the terms of the Agreement. Under the Agreement, on the relevant settlement date for each of the 30 components, which have valuation dates beginning June 3, 2024 and ending June 24, 2024, the amount of cash to be delivered to the Bank is to be determined as follows: (a) if the volume weighted average price per share of Common Stock on the relevant valuation date (the "Settlement Price") is less than or equal to a floor price equal to 90.00% of the volume weighted average price per share of Common Stock at which the Bank establishes its initial hedge position during a hedging period (the "Floor Price"),
- (Continued from footnote 2) the Bank will deliver to the Riverstone Sellers an amount of cash equal to the Settlement Price minus the Floor Price, multiplied by the number of shares subject to the component; (b) if the Settlement Price is greater than the Floor Price but less than or equal to a cap price equal to 112.50% of the volume weighted average price per Common Stock at which the Bank establishes its initial hedge position during a hedging period (the "Cap Price"), no payment of cash will be made by either party; and (c) if the Settlement Price is greater than the Cap Price, the Riverstone Sellers will deliver to the Bank an amount of cash equal to the Settlement Price minus the Cap Price, multiplied by the number of shares subject to the component.
- RCP II F1 GP, L.L.C. is the sole general partner of RCP II F2 GP, L.P., which is the sole general partner of Riverstone Credit Partners II. RCP F1 GP, L.L.C. is the sole general partner of RCP F2 GP, L.P., which is the sole general partner of Riverstone Credit Partners. RCP Strategic Credit Partners (A) GP, L.L.C. is the sole general partner of RCP Strategic Credit Partners (A-2) GP, L.P., which is the sole general partner of Riverstone Strategic Credit Partners A-2 AIV, L.P. ("Riverstone Strategic Credit Partners"). Riverstone Maple Investor, LLC ("Maple Investor") is managed by Riverstone Credit Partners II, Riverstone Credit Partners and Riverstone Strategic Credit Partners, and Maple Investor is the sole member of Maple Energy Holdings, LLC ("Maple"). David M. Leuschen and Pierre F. Lapeyre, Jr. are the managing directors of Riverstone Management Group, L.L.C. ("Riverstone Management")
- (Continued from footnote 4) and have or share voting and investment discretion with respect to the securities beneficially owned by Riverstone Management, which is the general partner of Riverstone/Gower Mgmt Co Holdings, L.P., which is the sole member of Riverstone Holdings LLC, which is the sole member of RCP II F1 GP, L.L.C., RCP F1 GP, L.L.C. and RCP Strategic Credit Partners (A) GP, L.L.C. As a result of these relationships, each of these entities and individuals may be deemed to have or share beneficial ownership of the securities held of record by Maple, and each of these entities and individuals (other than Maple Investor and Maple) may be deemed to have or share beneficial ownership of the securities held of record by Riverstone Credit Partners II, Riverstone Credit Partners and Riverstone Strategic Credit Partners. Each such entity or person disclaims beneficial ownership of such securities except to the extent of their respective pecuniary interest therein.

**Remarks:**

Due to limitations of the electronic filing system, each of Maple Energy Holdings, LLC, Riverstone Maple Investor, LLC, Riverstone Credit Partners II - Direct, L.P., Riverstone Credit Partners - Direct, L.P., Riverstone Strategic Credit Partners A-2 AIV, L.P., RCP II F2 GP, L.P., RCP F2 GP, L.P. and RCP Strategic Credit Partners (A-2) GP, L.P. are filing a separate Form 4.

<u>Riverstone Holdings LLC, By: /s/ Christopher Abbate, Authorized Person</u>	<u>11/21/2023</u>
<u>RCP II F1 GP, L.L.C., By: Riverstone Holdings LLC, its sole member, By: /s/ Christopher Abbate, Authorized Person</u>	<u>11/21/2023</u>
<u>RCP F1 GP, L.L.C., By: Riverstone Holdings LLC, its sole member, By: /s/ Christopher Abbate, Authorized Person</u>	<u>11/21/2023</u>
<u>RCP Strategic Credit Partners (A) GP, L.L.C., By: /s/ Christopher Abbate, Authorized Person</u>	<u>11/21/2023</u>
<u>Riverstone/Gower Mgmt Co Holdings, L.P., By: Riverstone Management Group, L.L.C., its general partner, By: /s/ Pierre F. Lapeyre, Jr., Managing Director</u>	<u>11/21/2023</u>
<u>Riverstone Management Group, L.L.C., By: /s/ Pierre F. Lapeyre, Jr., Managing Director</u>	<u>11/21/2023</u>
<u>/s/ David M. Leuschen</u>	<u>11/21/2023</u>
<u>/s/ Pierre F. Lapeyre, Jr.</u>	<u>11/21/2023</u>
** 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.**