

OMB APPROVAL	
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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>Denny Mark David</u> <hr/> (Last) (First) (Middle) 521 E. 2ND STREET, SUITE 1000 <hr/> (Street) TULSA OK 74120 <hr/> (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Gen. Counsel & Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2024	
	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			
Common Stock	03/08/2024		M		16,652 ⁽¹⁾	A	\$0	49,868	D	
Common Stock	03/08/2024		D		16,652 ⁽¹⁾	D	\$50.38	33,216	D	
Common Stock	03/08/2024		F		1,713 ⁽²⁾	D	\$50.38	31,503	D	

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					
Performance Units	(1)	03/08/2024		M			11,419 ⁽¹⁾	03/09/2024	(1)	Common Stock	\$0	0	D	

Explanation of Responses:

- These performance units are granted under the Issuer's Omnibus Equity Incentive Plan and were originally reported on a Form 4 filed by the Issuer on March 9, 2021. The performance units became payable in cash based upon (i) the Issuer's total shareholder return measured against an industry peer group, (ii) on an absolute share return basis, (iii) earnings before interest, taxes, depreciation, amortization and exploration expense divided by three-year total debt reduction and (iv) growth in inventory, over a three-year performance period ending December 31, 2023. Based on the actual performance criteria satisfied, the performance unit multiplier was 145.83%.
- Represents shares of common stock withheld by the Issuer to satisfy tax withholding obligations of the Reporting Person in connection with the vesting of a portion of restricted shares previously granted to the Reporting Person under the Issuer's Omnibus Equity Incentive Plan.

Remarks:

/s/ Mark D. Denny 03/11/2024
 ** 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.