
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT PURSUANT TO
SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): November 21, 2023

VITAL ENERGY, INC.

(Exact name of registrant as specified in charter)

Delaware (State or other jurisdiction of incorporation or organization)	001-35380 (Commission File Number)	45-3007926 (I.R.S. Employer Identification No.)
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521 E. Second Street Tulsa (Address of principal executive offices)	Suite 1000 Oklahoma	74120 (Zip code)
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Registrant's telephone number, including area code: **(918) 513-4570**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, \$0.01 par value	VTLE	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

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 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Vital Energy, Inc. (the "Company") held a Special Meeting of Stockholders (the "Special Meeting") on Tuesday, November 21, 2023. At the Special Meeting, upon the recommendation of the Company's Board of Directors (the "Board"), the Company's stockholders approved an amendment (the "Amendment") to the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") to increase the number of authorized shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), from 40,000,000 to 80,000,000 shares.

The Amendment became effective upon the filing of a Certificate of Amendment to the Certificate of Incorporation (the "Certificate of Amendment") with the Secretary of State of the State of Delaware on November 21, 2023. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Special Meeting, upon the recommendation of the Board, the Company's stockholders were requested to: (1) approve the Amendment (the "Charter Proposal"); (2) approve the issuance of shares of Common Stock upon conversion of the Company's 2.0% Cumulative Mandatorily Convertible Series A Preferred Stock, par value \$0.01 per share (the "Preferred Stock"), for purposes of complying with Rule 312.03 of the New York Stock Exchange Listed Company Manual (the "Conversion Proposal"); and (3) approve one or more adjournments of the Special Meeting, if necessary or appropriate, to permit solicitation of additional votes if there are insufficient votes to approve the Charter Proposal and the Conversion Proposal.

As of October 19, 2023, the record date for the Special Meeting, there were 22,689,016 shares of Common Stock outstanding and entitled to vote at the Special Meeting and a total of 16,830,934 shares (approximately 74.18%) were represented in person or by proxy at the Special Meeting, constituting a quorum. The following are the final voting results on proposals considered and voted upon at the Special Meeting, each of which is more fully described in the Company's proxy statement for the Special Meeting, filed with the Securities and Exchange Commission on October 25, 2022:

1. The Charter Proposal was approved. The voting results were as follows:

VOTES FOR	VOTES AGAINST	VOTES ABSTAINED	BROKER NON-VOTES
15,824,963	993,439	12,532	—

2. The Conversion Proposal was approved. The voting results were as follows:

VOTES FOR	VOTES AGAINST	VOTES ABSTAINED	BROKER NON-VOTES
12,140,656	224,613	370,764	4,094,901

The proposal to approve the adjournment of the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there were not sufficient votes at the time of the Special Meeting to approve the Charter Proposal and the Conversion Proposal was not voted upon at the Special Meeting since there were sufficient votes to approve the Charter Proposal and the Conversion Proposal.

Item 7.01. Regulation FD Disclosure.

On November 21, 2023, the Company announced its intention to mandatorily convert all outstanding shares of its Preferred Stock into shares of Common Stock on November 29, 2023 pursuant to the terms of the Certificate of Designations of 2.0% Cumulative Mandatorily Convertible Series A Preferred Stock (as amended). A copy of the press release is filed herewith as Exhibit 99.1 and incorporated by reference herein.

In accordance with General Instruction B.2 of Form 8-K, the information furnished under this Item 7.01 of this Current Report on Form 8-K and the exhibits attached hereto are deemed to be "furnished" and shall not be deemed "filed" for the purpose of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit Number	Description
3.1	Certificate of Amendment to Vital Energy, Inc. Amended and Restated Certificate of Incorporation, dated November 21, 2023.
99.1	Press Release dated November 21, 2023.
104	Cover Page Interactive Data File (formatted as Inline XBRL).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VITAL ENERGY, INC.

Date: November 21, 2023

By: /s/ Bryan J. Lemmerman
Bryan J. Lemmerman
Executive Vice President and Chief Financial Officer

FOURTH CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
VITAL ENERGY, INC.

(Originally incorporated on August 12, 2011)

Vital Energy, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies pursuant to Section 242 of the DGCL:

FIRST: By unanimous written consent of the Board of Directors of the Corporation on October 9, 2023, the Board of Directors duly adopted the following resolution amending Article Fourth of the Corporation's Amended and Restated Certificate of Incorporation by deleting Section A. of Article Fourth in its entirety and replacing it with the following:

"A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 130,000,000, consisting of 80,000,000 shares of common stock, par value one cent (\$0.01) per share (the "Common Stock"), and 50,000,000 shares of preferred stock, par value one cent (\$0.01) per share (the "Preferred Stock")."

SECOND: On November 21, 2023, pursuant to a resolution of the Corporation's Board of Directors, a special meeting of the Corporation's stockholders was duly called and held upon notice in accordance with the provisions of Section 222 of the DGCL, at which meeting the necessary number of shares of Common Stock as required by applicable law and the Corporation's Amended and Restated By-laws were voted in favor of such amendment to be implemented by the Corporation's Board of Directors at its sole discretion.

THIRD: The foregoing amendment was duly adopted in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be executed on this day of November 21, 2023.

Vital Energy, Inc.

By: /s/ Mark Denny

Name: Mark Denny

Title: Executive Vice President –
General Counsel & Secretary

[Signature Page to Certificate of Amendment to Amended and Restated Certificate of Incorporation]



Vital Energy Announces Conversion of 2.0% Cumulative Mandatorily Convertible Series A Preferred Stock

TULSA, OK - November 21, 2023 - Vital Energy, Inc. (NYSE: VTLE) ("Vital Energy" or the "Company") today announced its intention to mandatorily convert all outstanding shares of its 2.0% Cumulative Mandatorily Convertible Series A Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock"), into shares of the Company's common stock, par value \$0.01 per share, on November 29, 2023 pursuant to the terms of the Certificate of Designations of 2.0% Cumulative Mandatorily Convertible Series A Preferred Stock. Holders of Series A Preferred Stock do not need to take any action. As of November 21, 2021, the Company had 6,131,381 shares of Series A Preferred Stock outstanding.

On November 29, 2023, each outstanding share of Series A Preferred Stock will automatically convert into one (1) share of common stock. The number of shares of common stock issuable on conversion was determined as set forth in the Certificate of Designations.

Upon conversion, the Series A Preferred Stock will no longer be outstanding and all rights with respect to the Series A Preferred Stock will cease and terminate following receipt of the number of shares of common stock issuable upon conversion of the Series A Preferred Stock.

About Vital Energy

Vital Energy, Inc. is an independent energy company with headquarters in Tulsa, Oklahoma. Vital Energy's business strategy is focused on the acquisition, exploration and development of oil and natural gas properties in the Permian Basin of West Texas.

Additional information about Vital Energy may be found on its website at www.vitalenergy.com.

Forward Looking Statements

This press release and any oral statements made regarding the subject of this release contain forward-looking statements as defined under Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, that address activities that Vital Energy assumes, plans, expects, believes, intends, projects, indicates, enables, transforms, estimates or anticipates (and other similar expressions) will, should or may occur in the future are forward-looking statements. The forward-looking statements are based on management's current belief, based on currently available information, as to the outcome and timing of future events. The forward-looking statements involve risks and uncertainties.

General risks relating to Vital Energy include, but are not limited to, continuing and worsening inflationary pressures and associated changes in monetary policy that may cause costs to rise; changes in domestic and global production, supply and demand for commodities, including as a result of actions by the Organization of Petroleum

Exporting Countries and other producing countries and the Russian-Ukrainian or Israeli-Hamas military conflicts, the decline in prices of oil, natural gas liquids and natural gas and the related impact to financial statements as a result of asset impairments and revisions to reserve estimates, reduced demand due to shifting market perception towards the oil and gas industry; competition in the oil and gas industry; the ability of the Company to execute its strategies, including its ability to successfully identify and consummate strategic acquisitions at purchase prices that are accretive to its financial results and to successfully integrate acquired businesses, assets and properties, pipeline transportation and storage constraints in the Permian Basin, the effects and duration of the outbreak of disease, and any related government policies and actions, long-term performance of wells, drilling and operating risks, the possibility of production curtailment, the impact of new laws and regulations, including those regarding the use of hydraulic fracturing, including under the Inflation Reduction Act (the "IRA"), including those related to climate change, the impact of legislation or regulatory initiatives intended to address induced seismicity on the Company's ability to conduct its operations; hedging activities, tariffs on steel, the impacts of severe weather, including the freezing of wells and pipelines in the Permian Basin due to cold weather, possible impacts of litigation and regulations, the impact of the Company's transactions, if any, with its securities from time to time, the impact of new environmental, health and safety requirements applicable to the Company's business activities, the possibility of the elimination of federal income tax deductions for oil and gas exploration and development and imposition of any additional taxes under the IRA or otherwise, and other factors, including those and other risks described in its Annual Report on Form 10-K for the year ended December 31, 2022 and those set forth from time to time in other filings with the Securities and Exchange Commission (the "SEC"). These documents are available through Vital Energy's website at www.vitalenergy.com under the tab "Investor Relations" or through the SEC's Electronic Data Gathering and Analysis Retrieval System at www.sec.gov. Any of these factors could cause Vital Energy's actual results and plans to differ materially from those in the forward-looking statements. Therefore, Vital Energy can give no assurance that its future results will be as estimated. Any forward-looking statement speaks only as of the date on which such statement is made. Vital Energy does not intend to, and disclaims any obligation to, correct, update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law.

Investor Contact

Ron Hagood
918.858.5504
ir@vitalenergy.com