

TEXAS PACIFIC LAND TRUST
Form DEFA14A
April 15, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN

PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Texas Pacific Land Trust

(Name of registrant as specified in its charter)

Payment of the filing fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

Title of each class of securities to which transaction applies:

(1)

Aggregate number of securities to which transaction applies:

(2)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(3)

Proposed maximum aggregate value of transaction:

(4)

Total fee paid:

(5)

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid:

(1)

Form, Schedule or Registration Statement No.:

(2)

(3) Filing party:

Date filed:

(4)

Dear Colleagues,

As you may know, TPL is in the process of electing a new Trustee to serve on our Board of Trustees at a special meeting for TPL's shareholders scheduled to be held on May 22 in Dallas. The Trustees and management have given considerable time and thought to selecting the most qualified person to serve as our newest Trustee, and we are happy to share that General Donald "Don" G. Cook has agreed to serve as our candidate. He is a highly-decorated retired four-star general in the U.S. Air Force and has extensive corporate governance and leadership experience. He has expressed his excitement to support TPL employees and the growth of TPWR, in particular, if elected.

A group of dissident shareholders has nominated its own candidate, Eric L. Oliver, in opposition to General Cook in what is called a proxy contest. During this contest, we will publicly solicit the support of our shareholders for General Cook's election, and the dissident group will solicit votes for their candidate. While we expect there to be additional attention to TPL leading up to the special meeting, we want to assure you that it is absolutely business as usual for our employees and our operations, including and especially at TPWR. The water business has delivered strong performance, and we expect it to remain core to our future success.

We remain entirely committed to our customers, our employees, and our operations. We will continue to execute our strategy as usual, with the goal of building on the tremendous momentum already underway across our business.

We believe that a Trustee's appointment should be weighed with careful consideration and made with the right motivations, with an eye toward maximizing long-term value. We welcome and consider the input of all our shareholders, and we are committed to making decisions that are in the best long-term interests of the Trust and its shareholders.

Thank you for remaining focused on your job and to operating safely. This situation may generate additional interest by our investors and the media, so you may read about Texas Pacific Land Trust in the news. If you are contacted by a member of the media, an investor, or anyone else outside your typical business relationships, please refer those inquiries to Robert Packer at 214.969.5530 and robert@tpltrust.com.

Thank you again for your continued and dedicated focus to operating safely.

Sincerely,

John R. Norris III and David E. Barry

Trustees