

**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): **August 31, 2018**

Enduro Royalty Trust

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-35333
(Commission
File Number)

45-6259461
(IRS Employer
Identification No.)

The Bank of New York Mellon Trust Company, N.A., Trustee

601 Travis Street

16th Floor

Houston, Texas

(Address of principal executive offices)

77002

(Zip Code)

Registrant's telephone number, including area code: **(512) 236-6555**

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))

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.

In connection with the closing of the sale transaction disclosed in Item 8.01 below, on September 4, 2018, Enduro Royalty Trust (the "Trust") amended its Certificate of Trust by filing a Certificate of Amendment (the "Certificate of Amendment") with the Secretary of State of the State of Delaware. The Certificate of Amendment provides for the change of the Trust's name from "Enduro Royalty Trust" to "Permianville Royalty Trust" (the "Name Change"), effective September 14, 2018.

The Bank of New York Mellon Trust Company, N.A., as trustee of the Trust (the "Trustee"), approved the Name Change pursuant to the Amended and Restated Trust Agreement dated November 3, 2011 among Enduro Resource Partners LLC, the sponsor of the Trust ("Enduro"), the Trustee and Wilmington Trust Company, as Delaware trustee of the Trust (the "Trust Agreement"), under which unitholder approval is not required to effect a name change of the Trust. The Name Change does not affect the unitholders of the Trust, and there were no other changes to the Certificate of Trust in connection with the Name Change. A copy of the Certificate of Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 8.01. Other Events.

As previously disclosed, on July 19, 2018, Enduro Resource Partners LLC ("Enduro"), the sponsor of the Trust, entered into a Purchase and Sale Agreement with COERT Holdings 1 LLC ("COERT") for the properties in which the Trust holds a net profits interest and all of the outstanding units of

beneficial interest in the Trust owned by Enduro. On August 31, 2018, the parties closed the transaction contemplated by the Purchase and Sale Agreement.

In connection with the transaction, COERT and certain affiliates assumed all of Enduro's obligations under the Amended and Restated Trust Agreement of the Trust and other instruments to which Enduro and the Trustee are parties. The Trust expects to continue in the normal course without disruption to the unitholders, and the resulting sale is not expected to have an impact on the operations and future cash flows of the Trust.

On September 4, 2018, the Trust issued a press release announcing that, following the closing of the transaction, the Trust will change its name to Permianville Royalty Trust and will change its trading symbol on The New York Stock Exchange (the "NYSE") from "NDRO" to "PVL", both of which will become effective as of the commencement of trading on the NYSE on September 14, 2018. As disclosed in Item 5.03 above, the Trust has filed a Certificate of Amendment to its Certificate of Trust with the Secretary of State of the State of Delaware to effect the name change.

The new CUSIP number for the Trust as of September 14, 2018 will be 71425H 100.

A copy of the press release issued by the Trust announcing the closing of the transaction between Enduro and COERT, the name change and the new trading symbol is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	<u>Certificate of Amendment to Certificate of Trust, as filed with the Secretary of State of the State of Delaware on September 4, 2018.</u>
99.1	<u>Enduro Royalty Trust Press Release dated September 4, 2018.</u>

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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.

Enduro Royalty Trust

By: The Bank of New York Mellon Trust Company, N.A., as Trustee

Date: September 5, 2018

By: /s/ Sarah Newell

Sarah Newell
Vice President

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**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF TRUST
OF
ENDURO ROYALTY TRUST**

Enduro Royalty Trust, a statutory trust organized and existing under the laws of the State of Delaware (the “*Trust*”), certifies that:

1. The name of the Trust is Enduro Royalty Trust. The Trust’s original Certificate of Trust was filed with the Secretary of State of the State of Delaware on May 3, 2011.
2. This Certificate of Amendment of the Certificate of Trust has been duly adopted by the undersigned in accordance with the applicable provisions of Section 3810 of the Delaware Statutory Trust Act (12 *Del. C.* § 3801 *et seq.*) (the “*Act*”).
3. Section 1 of the Certificate of Trust is hereby amended to read in its entirety as follows:
 - “1. *Name.* The name of the statutory trust formed by this Certificate of Trust is Permianville Royalty Trust.”
4. The foregoing amendment shall be effective on September 14, 2018.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Amendment in accordance with Section 3811(a)(2) of the Act.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as trustee of the Trust

By: /s/ Clarice Wright
 Name: Clarice Wright
 Title: Assistant Vice President

ENDURO ROYALTY TRUST ANNOUNCES ENDURO RESOURCE PARTNERS SALE COMPLETED AND PENDING NEW NAME AND TICKER SYMBOL

HOUSTON — (BUSINESS WIRE) — Sept. 4, 2018 — Enduro Royalty Trust (NYSE: NDRO) (the “Trust”) today announced that on August 31, 2018, Enduro Resource Partners, the sponsor of the Trust (“Enduro”), completed its previously announced sale of the oil and natural gas properties underlying the Trust and the outstanding Trust units owned by Enduro.

The Trust expects to continue in the normal course without disruption to the unitholders, and the resulting sale is not expected to have an impact on the operations and future cash flows of the Trust.

The underlying properties remain a portfolio of majority non-operated conventional and unconventional Permian and Haynesville oil and gas assets, operated by diverse group of experienced operators including Occidental Petroleum, Apache Corporation, Kinder Morgan Inc., XTO Energy, among others. In addition to conventional reserves typically having a longer life, the Trust has an interest in two unconventional shale plays. Through its net profits interest, in 2017 the Trust participated in several non-operated Haynesville wells operated by Aethon Energy and BHP Billiton Ltd., which recently announced a sale of its Haynesville assets to BP American Production Company. Following an election to participate made by Enduro in July 2018, the Trust also has a net profits interest in several non-operated Wolfcamp Permian wells in the Midland Basin operated by Pioneer Natural Resources Company, which are expected to begin production in the first quarter of 2019. Meanwhile, increases in both reported production and commodity prices have allowed the Trust to announce 2018 year-to-date distributions per unit of \$0.34, an increase of 78% over the comparable year-to-date period in 2017.

To more appropriately reflect the Trust’s exposure to both the Permian and Haynesville basins, the Trust and The Bank of New York Mellon Trust Company, N.A., as Trustee (“Trustee”), at the request of the new owners of the underlying properties, intend to change the name of the Trust to “Permianville Royalty Trust” and for the Trust units to trade under the ticker symbol NYSE: PVL. The change in name and ticker symbol will take effect on September 14, 2018. The new CUSIP number for the Trust as of September 14, 2018 will be 71425H 100. Until completed, unitholders can continue to access information regarding the Trust at www.enduroroyaltytrust.com or through the SEC’s website at <http://www.sec.gov>.

About Enduro Royalty Trust

Enduro Royalty Trust is a Delaware statutory trust formed to own a net profits interest representing the right to receive 80% of the net profits from the sale of oil and natural gas production from certain properties of COERT Holdings 1 LLC (“COERT”, the acquirer of such properties from Enduro) in the states of Texas, Louisiana and New Mexico. As described in the Trust’s filings with the Securities and Exchange Commission, the amount of the periodic distributions is expected to fluctuate, depending on the proceeds received by the Trust as a result of actual production volumes, oil and gas prices, the amount and timing of capital expenditures, and the Trust’s administrative expenses, among other factors. Future distributions are expected to be made on a monthly basis. For additional information on the Trust, please visit www.enduroroyaltytrust.com.

Forward-Looking Statements and Cautionary Statements

This press release contains statements that are “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. All statements contained in this press release, other than statements of historical facts, are “forward-looking statements” for purposes of these provisions. These forward-looking statements include the impact on the Trust and its unitholders of the sale transaction between Enduro and COERT and the timing of the anticipated change in name and ticker symbol of the Trust. Statements made in this press release are qualified by the cautionary statements made in this press release. None of Enduro, COERT, the Trustee nor any of their respective affiliates intends, and none assumes any obligation, to update any of the statements included in this press release. An investment in units issued by Enduro Royalty Trust is subject to the risks described in the Trust’s filings with the SEC, including the risks described in the Trust’s Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on March 12, 2018. The Trust’s quarterly and other filed reports are or will be available over the Internet at the SEC’s website at <http://www.sec.gov>.

View source version on businesswire.com: <https://www.businesswire.com/news/home/20180904005293/en/>

Source: Enduro Royalty Trust

Enduro Royalty Trust
The Bank of New York Mellon Trust Company, N.A., as Trustee
Sarah Newell, 1 512-236-6555
