

**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): **September 14, 2018**

Permianville 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**

Enduro Royalty Trust

(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.

As previously disclosed, on September 4, 2018, Permianville Royalty Trust, formerly known as 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 provided for the change of the Trust's name from "Enduro Royalty Trust" to "Permianville Royalty Trust" (the "Name Change"), which became effective on September 14, 2018.

In connection with the effectiveness of the Name Change, on September 14, 2018, The Bank of New York Mellon Trust Company, N.A., as trustee of the Trust (the "Trustee"), Wilmington Trust Company, as Delaware trustee of the Trust, and COERT Holdings 1 LLC, as successor in interest to Enduro Resource Partners LLC ("COERT"), entered into the Second Amendment to Amended and Restated Trust Agreement of the Trust (the "Amendment") to reflect the Name Change and to update the address and notice provisions in the Amended and Restated Trust Agreement relating to the Trustee and COERT. The Name Change does not affect the unitholders of the Trust, and there were no other changes to the Amended and Restated Trust Agreement in connection with the Name Change.

The foregoing description of the Amendment is not complete and is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

ITEM 8.01. Other Events.

On September 14, 2018, in connection with the Name Change, the Trust announced, among other related changes, a change of the trading symbol for the trust units to "PVL" (from "NDRO"), which became effective at the open of the NYSE MKT on Friday, September 14, 2018.

On September 14, 2018, the Trust issued a press release, a copy of which is attached hereto as Exhibit 99.1, announcing the Name Change, the ticker symbol change and other related changes.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	<u>Second Amendment to Amended and Restated Trust Agreement of Enduro Royalty Trust, dated September 14, 2018, among COERT Holdings 1 LLC, Wilmington Trust Company, as Delaware trustee, and The Bank of New York Mellon Trust Company, N.A., as trustee.</u>
99.1	<u>Permianville Royalty Trust Press Release dated September 14, 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.

Permianville Royalty Trust

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

Date: September 14, 2018

By: /s/ Sarah Newell
Sarah Newell
Vice President

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**SECOND AMENDMENT TO AMENDED AND RESTATED TRUST AGREEMENT OF
ENDURO ROYALTY TRUST**

This Second Amendment (this “Amendment”) to Amended and Restated Trust Agreement of Enduro Royalty Trust (the “Trust”) dated as of November 3, 2011, as amended by the First Amendment thereto dated September 6, 2017 but effective as of August 30, 2017 (collectively, the “Agreement”), is entered into on September 14, 2018 by and among COERT Holdings 1 LLC, a Delaware limited liability company (“COERT”), Wilmington Trust Company, a trust company organized under the laws of the State of Delaware (“Wilmington Trust”), as Delaware Trustee, and The Bank of New York Mellon Trust Company, N.A., a national association organized under the laws of the State of New York (the “Bank”), as Trustee. Capitalized terms used but not defined herein have the meanings ascribed to them in the Agreement.

WHEREAS, on August 31, 2018, Enduro Resource Partners LLC, a Delaware limited liability company (“Enduro”), completed the sale to COERT of the Underlying Properties and all of the outstanding Trust Units owned by Enduro to Permianville Holdings LLC, a Delaware limited liability company and an affiliate of COERT (the “Sale Transaction”); and

WHEREAS, pursuant to Section 3.02(e) of the Agreement, COERT, as purchaser of the Underlying Properties, is the assignee of Enduro to the extent of the interest sold and is bound by the obligations of Enduro under the Agreement and the Conveyance to such extent; and

WHEREAS, following the closing of the Sale Transaction, in accordance with Section 12.05 of the Agreement, the Bank, acting in its capacity as the Trustee, upon the written request of COERT, has effected a change in name of the Trust from “Enduro Royalty Trust” to “Permianville Royalty Trust”, which became effective on September 14, 2018 pursuant to the Certificate of Amendment to Certificate of Trust filed with the Secretary of State of the State of Delaware on September 4, 2018; and

WHEREAS, in accordance with Section 10.02(a) of the Agreement, Wilmington Trust, acting in its capacity as the Delaware Trustee, and the Bank, acting in its capacity as the Trustee, may, jointly, amend the Agreement, without the approval of Trust Unitholders; provided that such amendment does not materially adversely affect the interest of the Trust Unitholders; and

WHEREAS, as set forth in Section 10.02(a) of the Agreement, an amendment to the Agreement made to change the name of the Trust in accordance with Section 12.05 shall be conclusively deemed not to materially adversely affect the interests of the Trust Unitholders;

NOW, THEREFORE, in consideration of the above premises, COERT, the Bank, acting in its capacity as the Trustee, and Wilmington Trust, acting in its capacity as the Delaware Trustee, hereby amend the Agreement as follows:

Section 1. Amendments to Agreement. The Agreement is hereby amended as follows:

A. Each reference to “Enduro Royalty Trust” in the Agreement is hereby deleted in its entirety and replaced with “Permianville Royalty Trust”.

B. The first sentence of Section 2.05 of the Agreement is hereby deleted in its entirety and replaced with the following: “Unless and until changed by the Trustee, the address of the principal office of the Trustee is 601 Travis Street, 16th Floor, Houston, Texas 77002.”

C. Section 12.09 of the Agreement is hereby deleted in its entirety and replaced with the following:

Section 12.09 *Notices*. Any and all notices or demands permitted or required to be given under this Agreement shall be in writing (or be capable of being reproduced in paper format) and shall be validly given or made if (a) personally delivered, (b) delivered and confirmed by facsimile or like instantaneous transmission service, or by FedEx or other overnight courier delivery service, which shall be effective as of confirmation of receipt by the courier at the address for notice hereinafter stated, (c) solely in the case of notice to any Trust Unitholder, by press release in a nationally recognized and distributed media or by means of electronic transmission or as otherwise permitted by applicable law, or (d) deposited in the United States mail, first class, postage prepaid, certified or registered, return receipt requested, addressed as follows:

If to the Trustee, to:

The Bank of New York Mellon Trust Company, N.A.
601 Travis Street, 16th Floor
Houston, Texas 77002
Attention: Sarah Newell
Telephone No.: (512) 236-6555
E-mail: sarah.newell@bnymellon.com

With a copy to:

Bracewell LLP
111 Congress Avenue, Suite 2300
Austin, Texas 78701
Attention: Thomas Adkins
Facsimile No.: (512) 479-3940

If to the Delaware Trustee, to:

Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890-1615

With a copy to:

Richards, Layton & Finger, P.A.
920 North King Street
Wilmington, Delaware 19801
Attention: Eric A. Mazie
Facsimile No.: (302) 498-7678

If to COERT Holdings 1 LLC (as permitted assignee of Enduro), to:

c/o Cross Ocean Partners Management LP
20 Horseneck Lane
Greenwich, Connecticut 06830
Attention: Legal
Email: legal@crossoceanpartners.com

With a copy to:

Kirkland & Ellis LLP
609 Main Street
Houston, Texas 77002
Attention: Jhett R. Nelson; Julian J. Seiguer
Facsimile No.: 713-836-3601
Email: jhett.nelson@kirkland.com; julian.seiguer@kirkland.com

If to a Trust Unitholder, to:

The Trust Unitholder at its last address as shown on the ownership records maintained by the Trustee.

Notice that is mailed in the manner specified shall be conclusively deemed given three days after the date postmarked or upon receipt, whichever is sooner. Any party to this Agreement may change its address for the purpose of receiving notices or demands by notice given as provided in this Section 12.09.

Section 2. Miscellaneous.

A. *Agreement in Effect.* Except as hereby amended, the Agreement shall remain in full force and effect.

B. *Applicable Law.* This Amendment shall be construed in accordance with and governed by the laws of the State of Delaware, without regard to the conflict of laws principles thereof.

C. *Severability.* If any provisions of this Amendment or the application thereof to any Person or circumstances shall be finally determined by a court of proper jurisdiction to be illegal, invalid or unenforceable to any extent, the remainder of this Amendment or the application of such provision to Persons or circumstances other than those as to which it is held illegal, invalid or

unenforceable shall not be affected thereby, and every remaining provisions of this Amendment shall be valid and enforced to the fullest extent permitted by law.

D. *Counterparts.* This Amendment may be executed in a number of counterparts, each of which shall constitute an original, but such counterparts shall together constitute but one and the same instrument.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, this Amendment has been duly executed on the date set forth above.

COERT HOLDINGS 1 LLC

By: _____ /s/ Matthew Rymer
Name: Matthew Rymer
Title: Officer

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as
Trustee

By: _____ /s/ Sarah Newell

Name: Sarah Newell

Title: Vice President

WILMINGTON TRUST COMPANY, as Delaware Trustee

By: _____ /s/ Clarice Wright

Name: Clarice Wright

Title: Assistant Vice President

Signature Page to Amendment to Trust Agreement



ENDURO ROYALTY TRUST ANNOUNCES NEW NAME, TICKER SYMBOL AND LOGO

HOUSTON — (BUSINESS WIRE) — Sept. 14, 2018 — Enduro Royalty Trust (NYSE: NDRO) (the “Trust”) today announced that the Trust has changed its name to “Permianville Royalty Trust (NYSE: PVL)” as of the opening of trading on Friday, September 14, 2018.

In conjunction with the renaming, the Trust anticipates the following changes will become effective as of the opening of trading on Friday, September 14, 2018:

	Currently	Changing To
Name:	Enduro Royalty Trust	Permianville Royalty Trust
CUSIP:	29269K 100	71425H 100
ISIN:	US29269K1007	US71425H1005

Unitholders can continue to access information at www.enduroroyaltytrust.com, and the Trust expects to have the new www.permianvilleroyaltytrust.com website available for unitholders in the near future as well.

A link to the new logo for Permianville Royalty Trust is provided at the bottom of this press release.

The Trust will trade under its new ticker symbol “PVL” effective as of the opening of trading on Friday, September 14, 2018.

About the Trust

The 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 Resource Partners LLC) 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 the websites mentioned in this press release.

View source version on businesswire.com: <https://www.businesswire.com/news/home/20180914005071/en/>

Contact:

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