SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

3235-0104 OMB Number:

Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	. 1										
1. Name and Address of Reporting Person [*] <u>CONOCOPHILLIPS</u>		2. Date of Event Requiring Statement (Month/Day/Year)		3. Issuer Name and Ticker or Trading Symbol <u>Aris Water Solutions, Inc.</u> [ARIS]							
(Last) (First) (Middle 925 N. ELDRIDGE PARKWAY	e)	_ 10/26/2021		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner				5. If Amendment, Date of Original Filed (Month/Day/Year) 11/04/2021			
				Officer (giv title below		Other (below)	specify		ndividual or Jo eck Applicable	int/Group Filing Line)	
(Street) HOUSTON TX 77079					,			Form filed by One Reporting Person			
(City) (State) (Zip)								X	Form filed I Reporting F	by More than One Person	
	Table I	- Non-Der	ivat	tive Securities I	Benefic	ially Ov	wned				
Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security (Instr. 4) 2. Amount of Securities 3. Ownership 4. Nature of Indirect Beneficial										ct Beneficial	
				Beneficially Owned (Instr. 4) (D) or In(1) (I) (Instr.		direct	direct		5)		
Class B Common Stock ⁽¹⁾	Class B Common Stock ⁽¹⁾			12,873,151	2)(3)	I See		See 1	e Footnotes ⁽⁴⁾⁽⁵⁾		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4)				Title and Amount of Securities nderlying Derivative Security (I				rcise	se Form:	6. Nature of Indirect Beneficial Ownership (Instr.	
	Date Exercisable	Expiration Date	Titl	le		Amount or Number of Shares		tive ty	Direct (D) or Indirect (I) (Instr. 5)	5)	
Solaris Midstream Holdings, LLC Units	(6)	(6)	C	lass A Common Stock	12,873,	151 ⁽²⁾⁽³⁾	0.0	0	Ι	See Footnotes ⁽⁴⁾	
1. Name and Address of Reporting Pe <u>CONOCOPHILLIPS</u>	rson [*]		,		,		,		, 		
(Last) (First) 925 N. ELDRIDGE PARKWAY	(Middle)										
(Street) HOUSTON TX	77079										
(City) (State)	(Zip)										
1. Name and Address of Reporting Pe <u>COG Operating LLC</u>											
(Last) (First) ONE CONCHO CENTER 600 W. ILLINOIS AVENUE	(Middle)										
(Street) MIDLAND TX	79701										
(City) (State)	(Zip)										
1. Name and Address of Reporting Pe <u>CONCHO RESOURCES</u>											

(Last)	(First)	(Middle)						
		(maaic)						
ONE CONCHO CENTER								
600 W. ILLINOIS AVENUE								
(Cture et)								
(Street) MIDLAND	ТХ	79701						
MIDLAND	IA	/9/01						
(City)	(State)	(Zip)						

Explanation of Responses:

1. Each share of Class B common stock has no economic rights but entitles its holder to one vote on all matters to be voted on by stockholders generally.

2. Immediately prior to closing of the Issuer's initial public offering, the Fourth Amended and Restated Limited Liability Company Agreement of Solaris Midstream Holdings, LLC ("Solaris LLC"), of which the Issuer is the managing member, became effective (the "Solaris LLC Agreement"). Pursuant to the Solaris LLC Agreement, (i) all of the membership interests in Solaris LLC held by its existing owners were converted into a single class of units in Solaris LLC ("Solaris LLC Units") and (ii) Solaris LLC distributed to its members, including COG Operating LLC ("COG Operating LLC"), on eshare of Class B common stock for each Solaris LLC Unit held by such members, in each case based on the average of the volume weighted average price of shares of the Issuer's Class A common stock for the 10 trading days commencing with the date of the initial listing of the Issuer's Class A common stock on the New York Stock Exchange (the "VWAP").

The number of Solaris LLC Units and shares of Class B common stock beneficially owned by the Reporting Person was determined on November 5, 2021 based on the VWAP.
 The shares of Class B common stock of Aris Water Solutions, Inc. and the Solaris LLC Units are held of record by COG Operating LLC. COG Operating LLC is a wholly owned subsidiary of Concho Resources Inc., and Concho Resources Inc. is a wholly owned subsidiary of ConcoPhillips.

5. Each of the reporting persons may be deemed to be the beneficial owner of all or a portion of the securities reported herein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, that the reporting persons are the beneficial owners of any securities reported herein, and the reporting persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

6. Subject to certain limitations and exceptions described in the Solaris LLC Agreement, the Solaris LLC Units (together with a corresponding number of shares of Class B common stock) are redeemable from time to time for shares of Class A common stock of the Issuer (on a one-for-one basis, subject to conversion rate adjustments for stock splits, stock dividends and reclassification and other similar transactions).

CONOCO PHILLIPS By:			
/s/ Andrew Michael			
<u>O'Brien Name: Andrew</u>	11/00/2021		
Michael O'Brien Title:	<u>11/09/2021</u>		
Vice President and			
<u>Treasurer</u>			
COG OPERATING LLC			
<u>By: /s/ Andrew Michael</u>			
<u>O'Brien Name: Andrew</u>	11/09/2021		
<u>Michael O'Brien Title:</u>	<u>11/09/2021</u>		
Vice President and			
<u>Treasurer</u>			
CONCHO RESOURCES			
<u>INC. By: /s/ Andrew</u>			
Michael O'Brien Name:	11/00/2021		
Andrew Michael O'Brien	<u>11/09/2021</u>		
<u>Title: Vice President &</u>			
<u>Treasurer</u>			
** 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 5 (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.