

Magnolia Oil & Gas Corp
 Form 3
 March 15, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Magnolia Oil & Gas Corp (Last) (First) (Middle) NINE GREENWAY PLAZA, SUITE 1300 (Street) HOUSTON, TX 77046 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/05/2019	3. Issuer Name and Ticker or Trading Symbol Gulf Coast Ultra Deep Royalty Trust [GULTU]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Royalty Trust Units	31,143,150	I	See Footnote ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Magnolia Oil & Gas Corp NINE GREENWAY PLAZA, SUITE 1300 HOUSTON, TX 77046	^	^ X	^	^
Highlander Oil & Gas Assets LLC NINE GREENWAY PLAZA, SUITE 1400 HOUSTON, TX 77046	^	^ X	^	^

Signatures

Magnolia Oil & Gas Corporation, /s/ Timothy D. Yang

03/15/2019

**Signature of Reporting Person

Date

Highlander Oil & Gas Assets LLC, /s/ Jordan Benningfield

03/15/2019

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

(1) The royalty trust units are owned directly by Highlander Oil & Gas Assets LLC, which is a wholly-owned subsidiary of Highlander Oil & Gas Holdings LLC. MGY Louisiana LLC holds approximately 85% of the units in Highlander Oil & Gas Holdings LLC. MGY Louisiana LLC is a wholly-owned subsidiary of Magnolia Oil & Gas Operating LLC, which is a wholly-owned subsidiary of Magnolia Oil & Gas Intermediate LLC, which is a wholly-owned subsidiary of Magnolia Oil & Gas Parent LLC, whose managing member is Magnolia Oil & Gas Corporation ("Magnolia"). Magnolia disclaims its beneficial ownership of the Royalty Trust Units except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.