# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13D**

(Amendment No. 1)

**Under the Securities Exchange Act of 1934** 

# **Forward Air Corporation**

(Name of Issuer)

Common Stock (Title of Class of Securities)

49853101 (CUSIP Number)

Ridgemont Equity Management III, LLC 101 S Tryon St Ste 3400, Charlotte, NC 28280 (704) 944-0914

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 2, 2024 (Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of  $\S\S240.13d-1(e)$ , 240.13d-1(f) or 240.13d-1(g), check the following box.  $\Box$ 

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CHICID	NΙα	49853101
CUSIF	INO.	47000101

1	NAME OF REPORTING PERSONS					
	REP Omni Holdings, L.P.					
2		APPI ) □	ROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)			
3	SEC USE ON	ILY				
4	SOURCE OF	FUNI	DS .			
	WC					
5	CHECK BOX	( IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)			
6	CITIZENSHI	P OR	PLACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
N	UMBER OF		0			
	SHARES NEFICIALLY	8	SHARED VOTING POWER			
OWNED BY 3,146,469						
R	EACH EPORTING	9	SOLE DISPOSITIVE POWER			
	PERSON					
	WITH	10	0 SHARED DISPOSITIVE POWER			
		10	SHARED DISTOSITIVE TOWER			
	3,146,469					
11	1 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	3,146,469					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
13	PERCENT O	F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	10.20/ (1)					
14	10.2% (1)	P∩R T	ING PERSON (see instructions)			
14	I I FE OF KE	IOKI	INO I EKSON (see ilistractions)			
	DAT					

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1	NAME OF REPORTING PERSONS				
	REP Coinvest III-A Omni, L.P.				
2			ROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		
	(a) 🗵 (b)	) 🗆			
3	SEC USE ON	ILY			
4	SOURCE OF	FUNI	OS		
	WC				
5		( IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		
6	CITIZENSUI	D OD	PLACE OF ORGANIZATION		
U	CITIZENSIII	1 OK	LACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
N	UMBER OF		0		
SHARES 8 SHARED VOTING POWER					
	NEFICIALLY OWNED BY		070 707		
_	EACH	9	968,786 SOLE DISPOSITIVE POWER		
K	EPORTING PERSON				
	WITH		0		
		10	SHARED DISPOSITIVE POWER		
			968,786		
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	968,786				
12	· ·				
	2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2				
13	DED CENT OF	E CL A	SS REPRESENTED BY AMOUNT IN ROW (11)		
13	I EKCENT O	CLA	33 REFRESENTED DT AMOUNT IN ROW (11)		
	3.1% (1)				
14	TYPE OF REPORTING PERSON (see instructions)				
	DN				

CHICID	NΙα	49853101
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1	NAME OF REPORTING PERSONS				
	REP Coinvest III-B Omni, L.P.				
2			ROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		
	(a) ⊠ (b)	) 🗆			
3	SEC USE ON	ILY			
	GOLIDGE OF	FIRE			
4	SOURCE OF	FUNI	US		
	WC				
5	СНЕСК ВОХ	K IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		
6	CITIZENSHI	POR	PLACE OF ORGANIZATION		
	Delaware				
	Delaware	7	SOLE VOTING POWER		
N	UMBER OF SHARES	8	0 SHARED VOTING POWER		
	NEFICIALLY	0	SHARED VOTING POWER		
C	OWNED BY EACH		277,693		
R	EPORTING	9	SOLE DISPOSITIVE POWER		
	PERSON WITH				
	***************************************	10	SHARED DISPOSITIVE POWER		
			277,693		
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12	277,693 2 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
12	CHECK BOX II THE AGGREGATE AMOUNT IN NOW (11) EXCEODES CENTAIN SHAKES (SEC IIISHUCHOIIS)				
12	DED CENTER	E CI A	GG BERREGENTED DV AMOUNTED DOW (44)		
13	PERCENT O	F CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	0.9% (1)				
14	TYPE OF RE	PORT	TING PERSON (see instructions)		
	DNI				

CUSIP	No.	49853101

1	NAME OF REPORTING PERSONS				
	REP FAOM III-S, LP				
2			ROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		
	(a) 🖾 (b)	) 🗆			
3	SEC USE ON	LY			
4	SOURCE OF	FUNI	OS .		
	WC				
5		IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		
6	CITIZENSHI	P OR	PLACE OF ORGANIZATION		
· ·	CITIZENSIII	· OK	TENCE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
N	UMBER OF		0		
SHARES 8 SHARED VOTING POWER			SHARED VOTING POWER		
	NEFICIALLY OWNED BY				
EACH 663,234			SOLE DISPOSITIVE POWER		
R	EPORTING PERSON		SOLE DISTOSITIVE TO WER		
	WITH		0		
		10	SHARED DISPOSITIVE POWER		
			663,234		
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	((2.2))				
12	663,234  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
	2222 211 2011				
13	PERCENT O	F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
	2.1% (1)				
14	· · · · · ·	PORT	ING PERSON (see instructions)		
	PN				

CHICID	NΙα	49853101
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1	NAME OF REPORTING PERSONS					
	Ridgemont Equity Partners Affiliates III, L.P.					
2		APPF □	ROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)			
3	SEC USE ON	LY				
4	SOURCE OF	FUNI	os .			
	WC					
5		(IF D	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)			
		n on :				
6	CITIZENSHI	P OR	PLACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
N	UMBER OF		0			
DE	SHARES	8	SHARED VOTING POWER			
BENEFICIALLY OWNED BY						
	EACH	9	39,330			
R	EPORTING	9	SOLE DISPOSITIVE POWER			
	PERSON WITH		0			
	WIIII	10	SHARED DISPOSITIVE POWER			
	39,330					
11	1 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	39,330					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
13	PERCENT O	F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	0.1% (1)					
14	TYPE OF REPORTING PERSON (see instructions)					
	DV.					

CHICID	NΙα	49853101
CUSIF	INO.	47000101

1	NAME OF REPORTING PERSONS				
	REP Omni Holdings GP, LLC				
2			ROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		
	(a) 🗵 (b)	) 🗆			
3	SEC USE ON	II.Y			
5	SEC OSE OF	L			
4	SOURCE OF	FUNI	OS .		
	WC				
5		( IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		
	CILCII DOI		220001E 01 2201E 11000222110010 1EQUILED 1 010011111 10 1121112(a) 01 2(b)		
6	CITIZENSHI	P OR	PLACE OF ORGANIZATION		
	Delaware				
	Belaviare	7	SOLE VOTING POWER		
N	NUMBER OF 0 SHARES 8 SHARED VOTING POWER				
SHARES 8 SHARED VOTING POWER BENEFICIALLY					
C	OWNED BY EACH		3,146,469		
R	EACH EPORTING	9	SOLE DISPOSITIVE POWER		
	PERSON		0		
	WITH	10	SHARED DISPOSITIVE POWER		
		10			
			3,146,469		
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	3,146,469				
12					
13	DERCENT OF	E CL A	SS REPRESENTED BY AMOUNT IN ROW (11)		
13	I EKCENT O	CLA	NO REFREDERITED DT AMOUNT IN NOW (11)		
	10.2% (1)				
14	TYPE OF REPORTING PERSON (see instructions)				
	00				

<sup>(1)</sup> Percentage based upon (i) 27,699,916 shares of the Issuer's Common Stock outstanding as of August 2, 2024 as reported by the Issuer on its quarterly report on Form 10-Q filed on August 9, 2024, plus (ii) 3,185,799 shares of Common Stock issuable upon the conversion of Opco Class B Units and Series B Preferred Units.

CUSIP	No.	49853101

1	NAME OF REPORTING PERSONS				
	REP Coinvest III Omni GP, LLC				
2		E APPI	ROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		
	GEG LIGE ON	17.37			
3	SEC USE ON				
4	SOURCE OF	FUN	DS		
	WC				
5	СНЕСК ВОХ	IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		
6	CITIZENSHI	P OR	PLACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
N	UMBER OF		0		
DE	SHARES NEFICIALLY	8	SHARED VOTING POWER		
	OWNED BY		1,246,479		
R	EACH EPORTING	9	SOLE DISPOSITIVE POWER		
	PERSON WITH		0		
	WIIH	10	SHARED DISPOSITIVE POWER		
			1,246,479		
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12	1,246,479				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
13	PERCENT O	F CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	4.0% (1)				
14					
	PN				

CUSIP	No.	49853101

1	NAME OF REPORTING PERSONS				
	Ridgemont Equity Management III, L.P.				
2		APPI ) $\square$	ROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		
3	SEC USE ON	ILY			
4	SOURCE OF WC	FUNI	DS		
5		Z IE D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		
3		IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO THEM 2(d) of 2(e)		
6	CITIZENSHI	P OR	PLACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
	III (DED OF				
NUMBER OF 0					
SHARES 8 SHARED VOTING POWER BENEFICIALLY		SHARED VOTING POWER			
OWNED DV		702.466			
EACH 9 SOLE DISPOSITIVE POWER		SOLE DISPOSITIVE POWER			
R	EPORTING		SOLE DISTOSITIVE FOWER		
	PERSON WITH 0				
WIIII		SHARED DISPOSITIVE POWER			
			703,466		
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	702.466				
12	703,466  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
12	CHECK BOA IF THE AUGREDATE AMOUNT IN KOW (11) EACLUDES CERTAIN SHAKES (See IIISITUCHORS)				
13					
	2.3% (1)				
14	TYPE OF RE	PORT	TING PERSON (see instructions)		
	PN				

CUSIP	No.	49853101

1	NAME OF REPORTING PERSONS				
	Ridgemont Equity Management III, LLC				
2		APPI ) □	ROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		
3	SEC USE ON	ILY			
4	SOURCE OF WC	FUNI	DS		
5		Z IE D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		
3		CIF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO HEM 2(d) of 2(e)		
6	CITIZENSHI	P OR	PLACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
NUMBER OF 0					
		8	SHARED VOTING POWER		
	NEFICIALLY OWNED BY				
EACH 5,096,414					
R	EPORTING	9	SOLE DISPOSITIVE POWER		
	PERSON				
WITH 0 10 SHARED DISPOSITIVE POWER		SHARED DISPOSITIVE POWER			
		10	SHAKED DISPOSITIVE FOWER		
			5,096,414		
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5,096,414				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
- 10					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
1.4	16.5% (1)	DODT	TNC DEDSON (coa instructions)		
14	TYPE OF REPORTING PERSON (see instructions)				
	00				

CHICID	NΙα	49853101
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	MANGERE	EDOD	THE CHEROLIC		
1	NAME OF REPORTING PERSONS				
	Charles Leonard Anderson				
2	CHECK THE	APPI	ROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		
	(a) 🗵 (b)	) 🗆	· · · · · · · · · · · · · · · · · · ·		
	. ,				
3	SEC USE ON	ΠV			
3	SEC USE ON	LI			
4	SOURCE OF	FUN	OS Control of the con		
	WC				
5	CHECK BOX	IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		
5	CHECK DO2	III D	Seedosche of Ebone Proceedings is regularly Fordon To Them 2(a) of 2(c)		
6	CITIZENSHI	P OR	PLACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
		,	3022 (0111010 1)210		
<b>X</b> 1	IIIMDED OF				
NUMBER OF 0					
DE	SHARES	8	SHARED VOTING POWER		
	NEFICIALLY				
OWNED BY 451		451			
EACH 0 SOLE DISPOSITIVE DOWER		SOLE DISPOSITIVE POWER			
R	EPORTING		5522 2.55 55.11 / 2.1 0 / 2.15		
	PERSON				
WITH 0					
		10	SHARED DISPOSITIVE POWER		
			451		
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	451				
10					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	0.0% (2)				
14		DODI	ING PERSON (see instructions)		
14	TIPE OF RE	FUKI	ING FERSON (see instructions)		
	HC IN				

<sup>(1)</sup> Percentage based upon (i) 27,699,916 shares of the Issuer's Common Stock outstanding as of August 2, 2024 as reported by the Issuer on its quarterly report on Form 10-Q filed on August 9, 2024, plus (ii) 3,185,799 shares of Common Stock issuable upon the conversion of Opco Class B Units and Series B Preferred Units.

CHICID	NΙα	49853101
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1	NAME OF REPORTING PERSONS				
	Robert Leon Edwards, Jr.				
2			ROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		
	(a) 🗵 (b)	) 🗆			
3	SEC USE ON	ΙV			
3					
4	SOURCE OF	FUNI	DS		
	WC				
5		( IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		
	CILECIT DOI		20000111 01 220112 11 000225 11 00 10 11 QUINDE 1 01 00 11 11 10 11 21 11 2(u) (1 2(u)		
6	CITIZENSHI	P OR	PLACE OF ORGANIZATION		
	Delaware				
	Delawate	7	SOLE VOTING POWER		
N	UMBER OF		0		
BE	SHARES NEFICIALLY	8	SHARED VOTING POWER		
	OWNED BY		451		
ъ	EACH	9	SOLE DISPOSITIVE POWER		
K	EPORTING PERSON				
	WITH		0		
10 SHARED DISPOSITIVE POWER		SHARED DISPOSITIVE POWER			
			451		
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12	451 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
12	CHECK BUA IF THE AUGKEGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
13					
14	0.0% (1)	рорт	TNC DEDSON (coa instructions)		
14	TYPE OF REPORTING PERSON (see instructions)				
	HC IN				

<sup>(1)</sup> Percentage based upon (i) 27,699,916 shares of the Issuer's Common Stock outstanding as of August 2, 2024 as reported by the Issuer on its quarterly report on Form 10-Q filed on August 9, 2024, plus (ii) 3,185,799 shares of Common Stock issuable upon the conversion of Opco Class B Units and Series B Preferred Units.

This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13D filed with the U.S. Securities and Exchange Commission on February 5, 2024 (the "Schedule 13D") by REP Omni Holdings L.P. ("REP Omni LP"), REP Omni Holdings GP, LLC ("REP Omni GP"), Ridgemont Equity Management III, LLC ("Ridgemont III"), REP FAOM III-S, LP ("REP FAOM"), Ridgemont Equity Management III, L.P., ("Ridgemont III GP"), Ridgemont Equity Partners Affiliates III, L.P. ("REP Affiliates"), REP Coinvest III-A Omni, L.P. ("REP Coinvest III-A"), REP Coinvest III Omni GP, LLC ("REP Coinvest III GP"), REP Coinvest III-B Omni, L.P. ("REP Coinvest III-B"), Robert Leon Edwards, Jr.. and Charles Leonard Anderson (collectively, the "Reporting Persons"). Capitalized terms used but not defined in this Amendment No.1 have the meanings set forth in the Schedule 13D. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported in the Schedule 13D.

#### Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and supplemented as follows:

On June 2, 2024, the Issuer obtained the Conversion Approval from its stockholders at the Issuer's annual meeting, which resulted in (i) the automatic conversion of each outstanding Series C Preferred Unit into one share of Common Stock and (ii) the automatic conversion of each outstanding Opco Series C-2 Preferred Unit into one Opco Class B Unit and one corresponding Series B Preferred Unit, in each case on aone-for-one basis. Therefore, the 613,829 Series C Preferred Units owned by REP Coinvest III-A, the 175,948 Series C Preferred Units owned by REP Coinvest III-B and the 420,229 Series C Preferred Units owned by REP FAOM converted into shares of Common Stock on a one-for-one basis, and the 1,993,623 Opco Series C-2 Preferred Units owned by REP Omni LP and 24,920 Series C-2 Preferred Units owned by REP Affiliates converted into Opco Class B Units and corresponding Series B Preferred Units, on a one-for-one basis. There was no conversion price for the conversion of the Series C Preferred Units. The conversions were completed on August 2, 2024.

#### Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

The information set forth in Item 3 as supplemented is hereby incorporated by reference into this item.

#### Item 5. <u>Interest in Securities of the Issuer.</u>

- (a) The calculations in this Item are based upon (i) 27,699,916 shares of the Issuer's Common Stock outstanding as of August 2, 2024 as reported by the Issuer on its quarterly report on Form 10-Q filed on August 9, 2024, plus (ii) 3,185,799 shares of Common Stock issuable upon the exchange of Opco Class B Units together with the corresponding Series B Preferred Units. As of the date hereof, the Reporting Persons collectively beneficially own 5,096,414 shares of Common Stock, representing 16.5% of the outstanding Common Stock. The information in Item 4 is hereby incorporated by reference.
- (b) With respect to any rights or powers to vote, or to direct the vote of, or to dispose of, or direct the disposition of, the Common Stock owned by the Reporting Persons:
  - Sole power to vote or direct the vote:
     No Reporting Person has the sole power to vote or to direct the vote of any of the shares of Common Stock they beneficially own.
    - ii) Shared power to vote or to direct the vote:
      - REP Omni L.P. has shared power to vote or to direct the vote of the 3,146,469 shares of Common Stock it beneficially owns.

REP Coinvest III-A has shared power to vote or to direct the vote of the 968,786 shares of Common Stock it beneficially owns.

REP Coinvest III-B has shared power to vote or to direct the vote of the 277,693 shares of Common Stock it beneficially owns.

REP FAOM has shared power to vote or to direct the vote of the 663,234 shares of Common Stock it beneficially owns.

REP Affiliates has shared power to vote or to direct the vote of the 39,330 shares of Common Stock it beneficially owns.

REP Omni GP has shared power to vote or to direct the vote of the 3,146,469 shares of Common Stock it beneficially owns.

Ridgemont III GP has shared power to vote or to direct the vote of the 703,466 shares of Common Stock it beneficially owns.

REP Coinvest III GP has shared power to vote or to direct the vote of the 1,246,479 shares of Common Stock it beneficially owns.

Ridgemont III has shared power to vote or to direct the vote of the 5,096,414 shares of Common Stock it beneficially owns.

Mr. Edwards has shared power to vote or to direct the vote of the 451 shares of Common Stock he beneficially owns.

Mr. Anderson has shared power to vote or to direct the vote of the 451 shares of Common Stock he beneficially owns.

(iii) Sole power to dispose or to direct the disposition of:

No Reporting Person has the sole power to dispose or to direct the disposition of any of the shares of Common Stock they beneficially own.

(iv) Shared power to dispose or to direct the disposition of

REP Omni L.P. has shared power to dispose or to direct the disposition of the 1,152,846 shares of Common Stock it beneficially owns.

REP Coinvest III-A has shared power to dispose or to direct the disposition of the 968,786 shares of Common Stock it beneficially owns

REP Coinvest III-B has shared power to dispose or to direct the disposition of the 277,693 shares of Common Stock it beneficially owns.

REP FAOM has shared power to dispose or to direct the disposition of the 663,234 shares of Common Stock it beneficially owns.

REP Affiliates has shared power to dispose or to direct the disposition of the 39,330 shares of Common Stock it beneficially owns.

REP Omni GP has shared power to dispose or to direct the disposition of the 3,146,469 shares of Common Stock it beneficially owns.

Ridgemont III GP has shared power to dispose or to direct the disposition of the 703,466 shares of Common Stock it beneficially owns.

REP Coinvest III GP has shared power to dispose or to direct the disposition of the 1,246,479 shares of Common Stock it beneficially

Ridgemont III has shared power to dispose or to direct the disposition of the 5,096,414 shares of Common Stock it beneficially owns.

- Mr. Edwards has shared power to dispose or to direct the disposition of the 451 shares of Common Stock he beneficially owns.
- Mr. Anderson has shared power to dispose or to direct the disposition of the 451 shares of Common Stock he beneficially owns.
- (c) Except as described in Item 3 of this Schedule 13D, no persons identified in Item 2 of this Schedule 13D have effected any transaction in shares of Common Stock during the preceding 60 days.
- (d) Except as described in this Schedule 13D, no person has the power to direct the receipt of dividends on, or the proceeds of sales of, the shares of Common Stock owned by the Reporting Persons.
- (e) Not applicable.

#### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended and supplemented as follows:

The information set forth in Item 3 as supplemented is hereby incorporated by reference into this item.

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 12, 2024

# REP Omni Holdings, L.P.

By: REP Omni Holdings GP, LLC, its general partner

By: <u>/s/ Edward Balogh</u>
Name: Edward Balogh
Title: Authorized Signatory

#### REP Coinvest III-A Omni, L.P.

By: REP Coinvest III Omni GP, LLC, its general partner

By: <u>/s/ Edward Balogh</u>
Name: Edward Balogh
Title: Authorized Signatory

#### REP Coinvest III-B Omni, L.P.

By: REP Coinvest III Omni GP, LLC, its general partner

By: /s/ Edward Balogh
Name: Edward Balogh
Title: Authorized Signatory

# REP FAOM III-S, LP

By: Ridgemont Equity Management III, L.P., its general

partner

By: <u>/s/ Edward Balogh</u>
Name: Edward Balogh
Title: Authorized Signatory

# Ridgemont Equity Partners Affiliates III, L.P.

By: Ridgemont Equity Management III, L.P., its general

partner

By: <u>/s/ Edward Balogh</u>
Name: Edward Balogh
Title: Authorized Signatory

# Robert Leon Edwards, Jr.

/s/ Robert Leon Edwards, Jr.

Name: Robert Leon Edwards, Jr.

Title: Director

#### **Charles Leonard Anderson**

/s/ Charles Leonard Anderson

Name: Charles Leonard Anderson

Title: Director