



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

July 29, 2022

Christopher Conoscenti  
Chief Executive Officer  
Sitio Royalties Corp.  
1401 Lawrence St  
Suite 1750  
Denver, CO 80202

**Re: Sitio Royalties Corp.**  
**Registration Statement on Form S-3**  
**Filed July 18, 2022**  
**File No. 333-266182**

Dear Mr. Conoscenti:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Arthur Tornabene-Zalas at (202) 551-3162 or Kevin Dougherty, Staff Attorney, at (202) 551-3271 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Energy & Transportation

cc: Raleigh Wolfe, Esq.