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

**POST-EFFECTIVE AMENDMENT NO. 1 TO:
FORM S-8
REGISTRATION STATEMENT NO. 333-226637**
*Under
the Securities Act of 1933*

Riviera Resources, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

82-5121920
(I.R.S. Employer
Identification No.)

**717 Texas Avenue, Suite 2000
Houston, TX 77002
(281) 840-4000**
(Address, Including Zip Code, of Principal Executive Offices)

Riviera Resources, Inc. 2018 Omnibus Incentive Plan
(Full title of plan)

**David B. Rottino
President and Chief Executive Officer
Riviera Resources, Inc.
717 Texas Avenue, Suite 2000
Houston, TX 77002
(281) 840-4000**
(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

Copy to:

**Julian Seiguer, P.C.
Kirkland & Ellis LLP
609 Main Street
Houston, TX 77002
(713) 836-3334**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

DEREGISTRATION OF COMMON STOCK

This Post-Effective Amendment relates to the following Registration Statement on Form S-8 (the "Registration Statement") of Riviera Resources, Inc. (the "Company"), filed by the Company with the Securities and Exchange Commission (the "Commission") and is being filed to deregister all securities of the Company that have been registered for issuance on the Registration Statement that remain unsold under such Registration Statement:

- [File No. 333-226637 as filed with the Commission on August 7, 2018, pertaining to the registration of 3,955,828 shares of Common Stock issuable under the Riviera Resources, Inc. 2018 Omnibus Incentive Plan.](#)

On October 8, 2020, pursuant to that certain Membership Interest Purchase Agreement, dated August 23, 2020 (the "Purchase Agreement"), by and between the Company, Rheinbund, LLC and, solely for purposes of Section 11.16 thereof, Citizen Energy Operating, LLC, and subsequent to the approval by the stockholders of the Company, the Company consummated a sale of substantially all of its assets and other related transactions (the "Asset Sale"), all as contemplated by the Purchase Agreement.

On December 11, 2020, the Board of Directors of the Company signed a unanimous written consent in lieu of a meeting in which it determined that it is in the best interests of the Company and its shareholders to, and accordingly authorized the Company to, in connection with the closing of the Asset Sale, terminate all offerings of the Company's securities pursuant to its existing registration statements under the Securities Act of 1933, as amended, including the Registration Statement, and to deregister its shares with the Commission. The Company intends to file a Form 15 suspending its obligation to file reports with the Securities and Exchange Commission under Sections 13 and 15(d) of the Securities Exchange Act of 1934, as amended, on or around December 18, 2020.

This filing is made in accordance with undertakings made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of the offering. The Registrant, by filing this Post-Effective Amendment, hereby terminates the effectiveness of the Registration Statement and removes from registration any and all securities registered but unsold or otherwise unissued under the Registration Statement as of the date hereof.

Each Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such securities.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on December 12, 2020.

Riviera Resources, Inc.

/s/ David B. Rottino

Name: David B. Rottino

Title: President and Chief Executive Officer

No other person is required to sign this Post-Effective Amendment to the Registration Statement on Form S-8 in reliance upon Rule 478 under the Securities Act of 1933, as amended.