

LRR Energy, L.P.
Form SC 13D/A
May 23, 2014

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 4)***

LRR Energy, L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

50214A 104

(CUSIP Number)

Jaime Casas

Chief Financial Officer of LRE GP, LLC

Heritage Plaza

1111 Bagby Street, Suite 4600

Houston, Texas 77002

713-345-2126

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

May 16, 2014

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(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-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).

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CUSIP No. 50214A 104

- 1 Names of Reporting Persons:
LIME ROCK RESOURCES A, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)
- 3 SEC Use Only:
- 4 Source of Funds (See Instructions):
OO
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
- 6 Citizenship or Place of Organization:
DELAWARE
- | | | |
|---|----|---|
| | 7 | Sole Voting Power: |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power:
584,379(1) |
| | 9 | Sole Dispositive Power: |
| | 10 | Shared Dispositive Power:
584,379(1) |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person:
584,379(1)
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
- 13 Percent of Class Represented by Amount in Row (11):
2.9%(2)
- 14 Type of Reporting Person (See Instructions):
PN

(1) Lime Rock Resources A, L.P. may also be deemed to own 640,165 subordinated units representing limited partner interests (each, a **Sub Unit**) in LRR Energy, L.P. (the **Partnership**). The Sub Units will convert into common units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the First Amended and Restated Agreement of Limited Partnership of the Partnership (the **Partnership Agreement**).

(2) Calculation of percentage based on 19,869,115 common units of the Issuer issued and outstanding as of May 2, 2014, as set forth in the Partnership's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2014.

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CUSIP No. 50214A 104

- 1 Names of Reporting Persons:
LIME ROCK RESOURCES B, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)
- 3 SEC Use Only:
- 4 Source of Funds (See Instructions):
OO
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
- 6 Citizenship or Place of Organization:
DELAWARE
- | | | |
|---|----|---|
| | 7 | Sole Voting Power: |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power:
193,750(1) |
| | 9 | Sole Dispositive Power: |
| | 10 | Shared Dispositive Power:
193,750(1) |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person:
193,750(1)
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
- 13 Percent of Class Represented by Amount in Row (11):
1.0%(2)
- 14 Type of Reporting Person (See Instructions):
PN

(1) Lime Rock Resources B, L.P. may also be deemed to own 212,245 Sub Units in the Partnership. The Sub Units will convert into common units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Partnership Agreement.

(2) Calculation of percentage based on 19,869,115 common units of the Issuer issued and outstanding as of May 2, 2014, as set forth in the Partnership's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2014.

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CUSIP No. 50214A 104

1 Names of Reporting Persons:
LIME ROCK RESOURCES C, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):
OO

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:
DELAWARE

7 Sole Voting Power:

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power:
3,311,471(1)

9 Sole Dispositive Power:

10 Shared Dispositive Power:
3,311,471(1)

11 Aggregate Amount Beneficially Owned by Each Reporting Person:
3,311,471(1)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13 Percent of Class Represented by Amount in Row (11):
16.7%(2)

14 Type of Reporting Person (See Instructions):
PN

(1) Lime Rock Resources C, L.P. may also be deemed to own 3,627,590 Sub Units in the Partnership. The Sub Units will convert into common units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Partnership Agreement.

(2) Calculation of percentage based on 19,869,115 common units of the Issuer issued and outstanding as of May 2, 2014, as set forth in the Partnership's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2014.

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CUSIP No. 50214A 104

1	Names of Reporting Persons: JONATHAN C. FARBER
2	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only:
4	Source of Funds (See Instructions): OO
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): <input type="radio"/>
6	Citizenship or Place of Organization: UNITED STATES
7	Sole Voting Power: 18,354
8	Shared Voting Power: 4,089,600(1)
9	Sole Dispositive Power: 18,354
10	Shared Dispositive Power: 4,089,600(1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person: 4,107,954(1)
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11): 20.7%(2)
14	Type of Reporting Person (See Instructions): IN

(1) Jonathan C. Farber may also be deemed to own 4,480,000 Sub Units. The Sub Units will convert into common units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Partnership Agreement.

(2) Calculation of percentage based on 19,869,115 common units of the Issuer issued and outstanding as of May 2, 2014, as set forth in the Partnership's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2014.

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CUSIP No. 50214A 104

1 Names of Reporting Persons:
JOHN T. REYNOLDS

2 Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):
OO

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:
UNITED STATES

	7	Sole Voting Power:
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power: 4,089,600(1)
	9	Sole Dispositive Power:
	10	Shared Dispositive Power: 4,089,600(1)

11 Aggregate Amount Beneficially Owned by Each Reporting Person:
4,089,600(1)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13 Percent of Class Represented by Amount in Row (11):
20.6%(2)

14 Type of Reporting Person (See Instructions):
IN

(1) John T. Reynolds may also be deemed to own 4,480,000 Sub Units. The Sub Units will convert into common units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Partnership Agreement.

(2) Calculation of percentage based on 19,869,115 common units of the Issuer issued and outstanding as of May 2, 2014, as set forth in the Partnership's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2014.

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CUSIP No. 50214A 104

This Amendment No. 4 (this **Amendment**) amends the information provided in the Schedule 13D (the **Original Schedule 13D**) filed with the Securities and Exchange Commission by Lime Rock Resources A, L.P. (**LRR A**), Lime Rock Resources B, L.P. (**LRR B**), Lime Rock Resources C, L.P. (**LRR C**), Jonathan C. Farber and John T. Reynolds (collectively, the **Reporting Persons**) on November 22, 2011, as amended by that certain Amendment No. 1 filed on December 20, 2011, that certain Amendment No. 2 filed on March 25, 2013 and that certain Amendment No. 3 filed on May 17, 2013. This Amendment is being filed in order to reflect the consolidation of the general partners of LRR A, LRR B and LRR C and to reflect an increase in the Reporting Persons' beneficial ownership resulting from the conversion of one third of the 6,720,000 outstanding subordinated units representing limited partner interests of LRR Energy, L.P., a Delaware limited partnership (the **Partnership**), held by the Reporting Persons into common units representing limited partner interests of the Partnership on a one-for-one basis for no additional consideration in accordance with the terms of the First Amended and Restated Agreement of Limited Partnership of the Partnership dated as of November 16, 2011. This Amendment amends the information disclosed in the Original Schedule 13D as set forth herein. Except as otherwise specified in this Amendment, all items left blank remain unchanged in all material respects and any items that are reported are deemed to amend and restate the corresponding items in the Original Schedule 13D. Capitalized terms used herein but not defined herein have the respective meanings ascribed to them in the Original Schedule 13D.

Item 1. Security and Issuer.

Item 1 of the Original Schedule 13D is hereby amended and restated in its entirety by the following:

This Schedule 13D is being filed with respect to the common units representing limited partner interests (each, a **Common Unit**) and the subordinated units representing limited partner interests (each, a **Subordinated Unit**) of LRR Energy, L.P., a Delaware limited partnership (the **Partnership**). The principal executive offices of the Partnership are located at Heritage Plaza, 1111 Bagby Street, Suite 4600, Houston, Texas 77022.

Item 2. Identity and Background.

Item 2(a), (b) and (c) of the Original Schedule 13D are hereby amended and restated in their entirety by the following:

(a) This Schedule 13D is filed jointly by:

(i) Lime Rock Resources A, L.P., a Delaware limited partnership (**LRR A**), whose general partner is Lime Rock Resources GP, L.P., a Delaware limited partnership (**LRR GP**);

(ii) Lime Rock Resources B, L.P., a Delaware limited partnership (**LRR B**), whose general partner is LRR GP;

(iii) Lime Rock Resources C, L.P., a Delaware limited partnership (**LRR C**), whose general partner is LRR GP;

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(iv) Jonathan C. Farber, a citizen of the United States of America (**Mr. Farber**); and

(v) John T. Reynolds, a citizen of the United States of America (**Mr. Reynolds**).

LRR A, LRR B, LRR C, Mr. Farber and Mr. Reynolds are hereinafter sometimes collectively referred to as the **Reporting Persons**. All disclosures herein with respect to any Reporting Person are made only by such Reporting Person. Information with respect to each Reporting Person is given solely by such Reporting Person, and no Reporting Person assumes responsibility for the accuracy or completeness of the information furnished by another Reporting Person.

Pursuant to Rule 13d-4 of the Exchange Act, the Reporting Persons expressly declare that the filing of this Schedule 13D shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Exchange Act or otherwise, the beneficial owner of any securities covered by this Schedule 13D held by any other person.

(b) The address of the principal business and principal office of each of LRR A, LRR B, LRR C and LRR GP is Heritage Plaza, 1111 Bagby Street, Suite 4600, Houston, Texas 77002. The address of the principal business of Messrs. Farber and Reynolds is 274 Riverside Ave, 3rd Floor, Westport, Connecticut 06880.

(c) LRR A was formed to hold working oil and gas interests. LRR B and LRR C were formed to hold net profits interests in LRR A. LRR GP is the general partner of LRR A, LRR B and LRR C. Messrs. Farber and Reynolds are the managing members of LRR GP, LLC, which indirectly controls LRR A, LRR B and LRR C.

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

No modification is made to Item 3 of the Original Schedule 13D.

Item 4. Purpose of Transaction.

No modification is made to Item 4 of the Original Schedule 13D.

Item 5. Interest in Securities of the Issuer.

The ownership chart in subparagraphs (a)-(b) and subparagraph (c) is hereby amended and restated in its entirety by the following:

(a)-(b) The aggregate number and percentage of Common Units beneficially owned by each of the Reporting Persons (on the basis of a total of 19,869,115 Common Units issued and outstanding as reported in the Partnership's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2014) is as follows:

LRR A

(i)	Amount beneficially owned: 584,379	Percentage: 2.9%
(ii)	Number of shares to which the Reporting Person has:	
	(A) Sole power to vote or to direct the vote:	0
	(B) Shared power to vote or to direct the vote:	584,379
	(C) Sole power to dispose or to direct the disposition of:	0
	(D) Shared power to dispose or to direct the disposition of:	584,379

LRR B

(i)	Amount beneficially owned: 193,750	Percentage: 1.0%
(ii)	Number of shares to which the Reporting Person has:	
	(A) Sole power to vote or to direct the vote:	0
	(B) Shared power to vote or to direct the vote:	193,750
	(C) Sole power to dispose or to direct the disposition of:	0
	(D) Shared power to dispose or to direct the disposition of:	193,750

LRR C

(i)	Amount beneficially owned: 3,311,471	Percentage: 16.7%
(ii)	Number of shares to which the Reporting Person has:	
	(A) Sole power to vote or to direct the vote:	0
	(B) Shared power to vote or to direct the vote:	3,311,471
	(C) Sole power to dispose or to direct the disposition of:	0
	(D) Shared power to dispose or to direct the disposition of:	3,311,471

Jonathan C. Farber

(i)	Amount beneficially owned: 4,107,954	Percentage: 20.7%
(ii)	Number of shares to which the Reporting Person has:	
(A)	Sole power to vote or to direct the vote:	18,354
(B)	Shared power to vote or to direct the vote:	4,089,600
(C)	Sole power to dispose or to direct the disposition of:	18,354
(D)	Shared power to dispose or to direct the disposition of:	4,089,600

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John T. Reynolds

(i)	Amount beneficially owned: 4,089,600	Percentage: 20.6%
(ii)	Number of shares to which the Reporting Person has:	
	(A) Sole power to vote or to direct the vote:	0
	(B) Shared power to vote or to direct the vote:	4,089,600
	(C) Sole power to dispose or to direct the disposition of:	0
	(D) Shared power to dispose or to direct the disposition of:	4,089,600

LRR A may also be deemed to beneficially own 640,165 Sub Units. LRR B may also be deemed to beneficially own 212,245 Sub Units. LRR C may also be deemed to beneficially own 3,627,590 Sub Units. The Sub Units will convert into common units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Partnership Agreement.

LRE GP owns approximately 0.1% general partner interest in the Partnership. LRE GP also owns all of the incentive distribution rights of the Partnership, which will entitle LRE GP to increasing percentages of the cash the Partnership will distribute in excess of \$0.54625 per unit per quarter (the **Incentive Distribution Rights**). LRE GP has three classes of member interests, Class A, Class B and Class C. LRR A, LRR B and LRR C own 14.2894%, 4.7376% and 80.9730%, respectively, of the Class B member interests in LRE GP, which entitles them to an aggregate of 80% of the distributions payable to LRE GP by the Partnership with respect to the Incentive Distribution Rights for a period of six years from the closing of the Offering. Lime Rock Management LP (**Lime Rock Management**) is a Class A member of LRE GP and after the six-year period, Lime Rock Management will be entitled to all distributions with respect to the Incentive Distribution Rights in addition to the distributions with respect to LRE GP's approximate 0.1% general partner interest in the Partnership.

Messrs. Farber and Reynolds may be deemed to share the power to vote or direct the vote or to dispose or direct the disposition of the shares of Common Units, Sub Units and Incentive Distribution Rights (the **Units**) owned (directly or indirectly) by LRR A, LRR B and LRR C by virtue of being the controlling persons of LRR GP, LLC (**LRR GP LLC**). Messrs. Farber and Reynolds are the managing members of LRR GP LLC, which is the general partner of LRR GP. LRR GP is the general partner of LRR A, LRR B and LRR C. Messrs. Farber and Reynolds, LRR GP LLC and LRR GP may be deemed to share voting and dispositive power over the Units beneficially owned by LRR A, LRR B and LRR C. Each of Messrs. Farber and Reynolds, LRR GP LLC and LRR GP disclaim beneficial ownership of any interests of the Units held by LRR A, LRR B and LRR C in excess of such person's or entity's respective pecuniary in such Units. This report shall not be deemed an admission that Messrs. Farber or Reynolds, LRR GP LLC or LRR GP is the beneficial owner of such Units for purposes of Section 16 or for any other purpose.

LRE GP is controlled by Lime Rock Management, which is ultimately controlled by Messrs. Farber and Reynolds. As ultimate control persons of LRE GP, Messrs. Farber and Reynolds will share in distributions made by the Partnership with respect to the general partner interest held by LRE GP in proportion to their respective pecuniary interests. Messrs. Farber and Reynolds, by virtue of their ownership interest in LRE GP, may be deemed to share voting and dispositive power over the Incentive Distribution Rights and the general partner interest. Each of Messrs. Farber and Reynolds disclaim beneficial ownership of the Incentive Distribution Rights and the general partner interest held by LRE GP in excess of such person's or entity's respective pecuniary in such interest. This report shall not be deemed an admission that Mr. Farber or Mr. Reynolds is the beneficial owner of such Incentive Distribution Rights or general partner interest for purposes of Section 16 or for any other purpose.

(c) On May 16, 2014, pursuant to the terms of the First Amended and Restated Agreement of Limited Partnership (the **Partnership Agreement**) of the Partnership, 320,082 Sub Units acquired by LRR A in the Partnership's initial public offering (the **IPO**) converted automatically into Common Units on a one-for-one basis for no additional consideration, 106,123 Sub Units acquired by LRR B in the IPO converted automatically into Common Units on a one-for-one basis for no additional consideration, and 1,813,795 Sub Units acquired by LRR C in the IPO converted automatically into Common Units on a one-for-one basis for no additional consideration.

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

No modification is made to Item 6 of the Original Schedule 13D.

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Item 7. Material to be Filed as Exhibits.

- Exhibit A Joint Filing Agreement incorporated by reference to Exhibit A to the Schedule 13D filed by Lime Rock Resources A, L.P., Lime Rock Resources B, L.P., Lime Rock Resources C, L.P., Jonathan C. Farber and John T. Reynolds on November 22, 2011.
- Exhibit B First Amended and Restated Agreement of Limited Partnership of LRR Energy, L.P., dated as of November 16, 2011, incorporated by reference to Exhibit 3.2 to the Partnership's Annual Report on Form 10-K filed on March 27, 2012.
- Exhibit C Purchase, Sale, Contribution, Conveyance and Assumption Agreement, dated as of November 16, 2011, by and among Lime Rock Resources A, L.P., Lime Rock Resources B, L.P., Lime Rock Resources C, L.P., LRE GP, LLC, LRR Energy, L.P. and LRE Operating, LLC, incorporated by reference to Exhibit 10.5 to the Partnership's Current Report on Form 8-K filed on November 22, 2011.
- Exhibit D Power of Attorney for Lime Rock Resources A, L.P. dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by Lime Rock Resources A, L.P. on November 10, 2011.
- Exhibit E Power of Attorney for Lime Rock Resources B, L.P. dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by Lime Rock Resources B, L.P. on November 10, 2011.
- Exhibit F Power of Attorney for Lime Rock Resources C, L.P. dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by Lime Rock Resources C, L.P. on November 10, 2011.
- Exhibit G Power of Attorney for Jonathan C. Farber dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by Jonathan C. Farber on November 10, 2011.
- Exhibit H Power of Attorney for John T. Reynolds dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by John T. Reynolds on November 10, 2011.

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SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 23, 2014

Lime Rock Resources A, L.P.

By: Lime Rock Resources GP, L.P., its general partner

By: LRR GP, LLC, its general partner

By: *
Name: Jonathan C. Farber
Title: Managing Member

Lime Rock Resources B, L.P.

By: Lime Rock Resources GP, L.P., its general partner

By: LRR GP, LLC, its general partner

By: *
Name: Jonathan C. Farber
Title: Managing Member

Lime Rock Resources C, L.P.

By: Lime Rock Resources GP, L.P., its general partner

By: LRR GP, LLC, its general partner

By: *
Name: Jonathan C. Farber
Title: Managing Member

*
Jonathan C. Farber

*
John T. Reynolds

*By: /s/ Kris Agarwal
Kris Agarwal, as Attorney-in-Fact

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Exhibit Index

- Exhibit A Joint Filing Agreement incorporated by reference to Exhibit A to the Schedule 13D filed by Lime Rock Resources A, L.P., Lime Rock Resources B, L.P., Lime Rock Resources C, L.P., Jonathan C. Farber and John T. Reynolds on November 22, 2011.
- Exhibit B First Amended and Restated Agreement of Limited Partnership of LRR Energy, L.P., dated as of November 16, 2011, incorporated by reference to Exhibit 3.2 to the Partnership's Annual Report on Form 10-K filed on March 27, 2012.
- Exhibit C Purchase, Sale, Contribution, Conveyance and Assumption Agreement, dated as of November 16, 2011, by and among Lime Rock Resources A, L.P., Lime Rock Resources B, L.P., Lime Rock Resources C, L.P., LRE GP, LLC, LRR Energy, L.P. and LRE Operating, LLC, incorporated by reference to Exhibit 10.5 to the Partnership's Current Report on Form 8-K filed on November 22, 2011.
- Exhibit D Power of Attorney for Lime Rock Resources A, L.P. dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by Lime Rock Resources A, L.P. on November 10, 2011.
- Exhibit E Power of Attorney for Lime Rock Resources B, L.P. dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by Lime Rock Resources B, L.P. on November 10, 2011.
- Exhibit F Power of Attorney for Lime Rock Resources C, L.P. dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by Lime Rock Resources C, L.P. on November 10, 2011.
- Exhibit G Power of Attorney for Jonathan C. Farber dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by Jonathan C. Farber on November 10, 2011.
- Exhibit H Power of Attorney for John T. Reynolds dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by John T. Reynolds on November 10, 2011.