

LEGACY RESERVES LP
Form 8-K
May 03, 2010

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 30, 2010

Legacy Reserves LP
(Exact name of registrant as specified in its charter)

| | | |
|-----------------------------|----------------|------------|
| Delaware | 1-33249 | 16-1751069 |
| (State or other (Commission | (IRS | |
| jurisdiction of | Employer | |
| incorporation) File Number) | Identification | |
| | No.) | |

| | |
|-------------------------|------------|
| 303 W. Wall, Suite 1400 | |
| Midland, Texas | 79701 |
| (Address of principal | (Zip Code) |
| executive offices) | |

Registrant's telephone number, including area code: (432) 689-5200

NOT APPLICABLE

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On April 30, 2010, Legacy Reserves LP ("Legacy") received notice that the staff of the U.S. Securities and Exchange Commission (the "SEC") is conducting an inquiry into trading in the securities of Legacy in advance of the April 3, 2009 announcement that the Board of Directors of Legacy's general partner had received a proposal from Apollo Management VII, LP to acquire all of the outstanding units of Legacy. The SEC has requested that Legacy voluntarily produce specified documents and information in connection with the inquiry. Legacy intends to fully cooperate with the SEC's request. In its letter, the SEC states that it has not determined that this matter involves violations of securities laws, and that it should not be taken as a reflection upon any person, company or security.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Legacy Reserves LP

By: Legacy Reserves GP, LLC, its General
Partner

Date: May 3, 2010

By: /s/ Steven H. Pruett
Name: Steven H. Pruett
Title: President, Chief Financial
Officer and Secretary