

LEGACY RESERVES LP  
Form POS AM  
October 01, 2018

As filed with the Securities and Exchange Commission on October 1, 2018

Registration No. 333-149251

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

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**LEGACY RESERVES LP**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**

**16-1751069**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification No.)**

**303 W. Wall Street, Suite 1800**

**Midland, Texas 79701**

**(432) 689 5200**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**James Daniel Westcott**

**President and Chief Financial Officer**

**Legacy Reserves GP, LLC**

**303 W. Wall Street, Suite 1800**

**Midland, Texas 79701**

**(432) 689 5200**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

**George J. Vlahakos**

**Sidley Austin LLP**

**1000 Louisiana Street, Suite 6000**

**Houston, Texas 77002**

**(713) 495-4522**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

Edgar Filing: LEGACY RESERVES LP - Form POS AM

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

Large accelerated filer

Accelerated filer

Non-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.

**EXPLANATORY NOTE**

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to Registration Statement No. 333-149251 on Form S-3 (the Registration Statement ), filed by Legacy Reserves LP, a Delaware limited partnership (the Partnership ), registering an aggregate of 17,116,497 units representing limited partner interests in the Partnership.

On September 20, 2018, the Partnership completed the previously announced transactions contemplated by (i) the Amended and Restated Agreement and Plan of Merger, dated July 9, 2018, by and among the Partnership, Legacy Reserves Inc., a Delaware corporation (the Company ), Legacy Reserves GP, LLC, a Delaware limited liability company (the General Partner ) and Legacy Reserves Merger Sub LLC, a Delaware limited liability company and a wholly owned subsidiary of the Company, and (ii) the GP Purchase Agreement, dated March 23, 2018, by and among the Partnership, the General Partner, the Company, Lion GP Interests, LLC ( Lion LLC ), Moriah Properties Limited, and Brothers Production Properties, Ltd., Brothers Production Company, Inc., Brothers Operating Company, Inc., J&W McGraw Properties, Ltd., DAB Resources, Ltd. and H2K Holdings, Ltd. (such transactions referred to herein collectively as the Corporate Reorganization ).

As a result of the completion of the Corporate Reorganization, the Partnership has terminated all offerings of securities pursuant to the Registration Statement. In accordance with an undertaking made by the Partnership 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 such offering, the Partnership hereby removes from registration by means of this Post-Effective Amendment No. 1 all of such securities registered but unsold under the Registration Statement. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such securities and the Partnership hereby terminates the effectiveness of the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Midland, Texas on October 1, 2018.

**LEGACY RESERVES LP**

By: Legacy Reserves GP, LLC, its General  
Partner

By: /s/ James Daniel Westcott  
James Daniel Westcott  
President and Chief Financial Officer

Note: No other person is required to sign this Post-Effective Amendment No. 1 to Form S-3 Registration Statement in reliance on Rule 478 under the Securities Act of 1933, as amended.