

LEGACY RESERVES LP
Form 8-K
February 23, 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): February 17, 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 2.01 Completion of Acquisition or Disposition of Assets.

On February 17, 2010, Legacy Reserves Operating LP, a wholly owned subsidiary of Legacy Reserves LP, closed its previously announced acquisition of thirteen operated oil fields in the Big Horn and Wind River Basins in Wyoming from St. Mary Land & Exploration Company for cash consideration of approximately \$125.2 million, subject to customary post-closing adjustments.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-------------------|---|
| Exhibit 10.1 | Purchase and Sale Agreement dated December 17, 2009, by and among St. Mary Land and Exploration Company and Legacy Reserves Operating LP. |

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: February 23, 2010

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

EXHIBIT INDEX

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