

LINN ENERGY, LLC  
Form 8-K  
December 10, 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): December 9, 2010**

**LINN ENERGY, LLC**

(Exact name of registrant as specified in its charters)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-51719**  
(Commission File Number)

**65-1177591**  
(IRS Employer Identification  
No.)

**600 Travis, Suite 5100**  
**Houston, Texas**  
(Address of principal executive offices)

**77002**  
(Zip Code)

Registrant's telephone number, including area code: **(281) 840-4100**

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 (see General Instruction A.2. below):

- 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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On December 9, 2010, Linn Energy, LLC (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with RBC Capital Markets, LLC, Barclays Capital Inc., Citigroup Global Markets Inc., UBS Securities LLC, Wells Fargo Securities, LLC, Credit Suisse Securities (USA) LLC and Raymond James & Associates, Inc. as joint book-running managers and representatives of the several underwriters named therein (the Underwriters), pursuant to which the Company will sell 10,000,000 units representing limited liability company interests in the Company (the Units) at a price of \$35.92 per Unit (\$34.48 per Unit, net of underwriting discount). Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 1,500,000 Units on the same terms to cover over-allotments, which was exercised in full. The Units have been registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to a Registration Statement on Form S-3ASR (Registration No. 333-162357) of the Company, as supplemented by the Prospectus Supplement dated December 9, 2010 relating to the Units, filed with the Securities and Exchange Commission (Commission) pursuant to Rule 424(b) of the Securities Act on December 10, 2010. Closing of the sale of the Units is scheduled to occur on December 14, 2010, subject to customary closing conditions.

The Underwriting Agreement contains customary representations and warranties of the parties and indemnification and contribution provisions under which the Company, on one hand, and the Underwriters, on the other, have agreed to indemnify each other against certain liabilities, including liabilities under the Securities Act. The Company also agreed, subject to limited exceptions, not to issue Units or securities convertible into Units for a period of 45 days after December 9, 2010, without the prior consent of RBC Capital Markets, LLC. The Company expects to use the net proceeds from the public offering of the Units to repay all outstanding indebtedness under its revolving credit facility and for other general corporate purposes. Affiliates of certain of the underwriters are lenders under the revolving credit facility and, in such capacities, will receive a portion of the proceeds from the public offering of the Units.

The summary of the Underwriting Agreement set forth in this Section 1.01 does not purport to be complete and is qualified by reference to such agreement, which is filed as Exhibit 1.1 hereto and incorporated herein by reference. Legal opinions relating to the Units are included as Exhibits 5.1 and 8.1 hereto.

**Item 8.01 Other Events.**

On December 9, 2010, the Company issued a press release announcing pricing of a public offering by the Company of the Units pursuant to an effective shelf registration statement on Form S-3ASR filed with the Securities and Exchange Commission. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Underwriting Agreement, dated December 9, 2010, among Linn Energy, LLC, RBC Capital Markets, LLC, Barclays Capital Inc., Citigroup Global Markets Inc., UBS Securities LLC, Wells Fargo Securities, LLC, Credit Suisse Securities (USA) LLC and Raymond James & Associates, Inc., as representatives of the several underwriters named therein.
  - 5.1 Opinion of Baker Botts L.L.P. regarding the legality of the Units.
  - 8.1 Opinion of Baker Botts L.L.P. regarding tax matters.
  - 99.1 Press Release of Linn Energy, LLC dated December 9, 2010.
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**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.

**LINN ENERGY, LLC**

Date: December 10, 2010

By: */s/ Charlene A. Ripley*  
Charlene A. Ripley  
Senior Vice President, General Counsel  
and Corporate Secretary