

LEGACY RESERVES L P
Form 8-K
April 19, 2007

**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 16, 2007**

Legacy Reserves LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-33249
(Commission
File Number)

16-1751069
(IRS Employer
Identification No.)

303 W. Wall Street, Suite 1600
Midland, Texas
(Address of principal executive offices)

79701
(Zip Code)

Registrant's telephone number, including area code: **(432) 682-2516**

NOT APPLICABLE

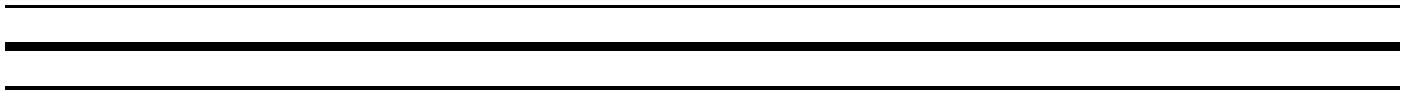
(Former name or former address, if changed since last report.)

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)

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- 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.

East Binger Unit Acquisition Agreement.

On April 16, 2007, Legacy Reserves Operating LP, a wholly owned subsidiary of Legacy Reserves LP (“Legacy”) closed its previously announced acquisition (the “East Binger Acquisition”) of certain oil and natural gas producing properties located in the East Binger (Marchand) Unit in Caddo County, Oklahoma from Nielson & Associates, Inc. for an aggregate purchase price of approximately \$45 million, subject to customary purchase price adjustments, paid \$30 million in cash with the remainder paid with the issuance of 611,247 units representing limited partner interests in Legacy.

Concurrently with the closing of the East Binger Acquisition, Legacy granted Nielson & Associates, Inc. and their permitted transferees certain rights to have the units they acquired at the close of this acquisition included in registration statements that may be filed in the future or at their request.

Item 3.02 Unregistered Sales of Equity Securities.

The information set forth under Item 2.01 above is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(a) **Financial statements of businesses acquired.**

The financial statements required in connection with the East Binger Acquisition are not included in this Current Report on Form 8-K. Legacy will file the required financial statements within 71 calendar days after the date this Current Report on Form 8-K was required to be filed with the Securities and Exchange Commission.

(b) **Pro forma financial information.**

The financial statements required in connection with the East Binger Acquisition are not included in this Current Report on Form 8-K. Legacy will file the required financial statements within 71 calendar days after the date this Current Report on Form 8-K was required to be filed with the Securities and Exchange Commission.

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: April 19, 2007

By: /s/ William M. Morris
William M. Morris
Vice President, Controller and Chief
Accounting Officer
