

LEGACY RESERVES LP  
Form 15-12B  
October 01, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION**

**UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission File Number: 001-33249**

**LEGACY RESERVES LP**

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

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

**Midland, TX 79701**

**(432) 689-5200**

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

**Units representing limited partner interests**

**8% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units**

**representing limited partner interests**

**8.00% Series B Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units**

**representing limited partner interests**

**(Title of each class of securities covered by this Form)**

**None**

**(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

- Rule 12g-4(a)(1)
- Rule 12g-4(a)(2)
- Rule 12h-3(b)(1)(i)
- Rule 12h-3(b)(1)(ii)
- Rule 15d-6
- Rule 15d-22(b)

Approximate number of holders of record as of the certification or notice date:

Units representing limited partner interests: One

8% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units representing limited partner interests: None

8.00% Series B Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units representing limited partner interests: None

### EXPLANATORY NOTE

On September 20, 2018, (a) Legacy Reserves LP, a Delaware limited partnership (the Partnership ) merged with and into Legacy Reserves Merger Sub LLC, a Delaware limited liability company and wholly owned subsidiary of Legacy Reserves Inc., a Delaware corporation (the Company ), with the Partnership as the surviving entity, and (b) the Company acquired all of the issued and outstanding limited liability company interests in Legacy Reserves GP, LLC, a Delaware limited liability company (the General Partner ) and became the sole member of the General Partner, with the General Partner becoming a subsidiary of the Company (such transactions referred to herein collectively as the Corporate Reorganization ). As a result of the Corporate Reorganization, the Partnership became a wholly owned subsidiary of the Company and the 8% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units representing limited partner interests and 8.00% Series B Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units representing limited partner interests ceased to be outstanding.

Pursuant to the requirements of the Securities Exchange Act of 1934, Legacy Reserves LP has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person

Date: October 1, 2018

**LEGACY RESERVES LP**

By: Legacy Reserves GP, LLC,

its general partner

By: /s/ James Daniel Westcott

Name: James Daniel Westcott

Title: President and Chief Financial Officer