

Atlas Resource Partners, L.P.  
 Form 3  
 November 22, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Â COOPERMAN LEON G  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 11/12/2013

3. Issuer Name and Ticker or Trading Symbol  
 Atlas Resource Partners, L.P. [ARP]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

11431 W. PALMETTO PARK ROAD

(Street)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BOCA RATON, Â FL Â 33428

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units	600,000	D	Â
Common Units	2,584,142	I	Managed Accounts <sup>(1)</sup>
Common Units	2,606,052	I	Investment Entities <sup>(2)</sup>
Common Units	30,000	I	Omega Charitable Partners <sup>(3)</sup>
Common Units	100,000	I	Cooperman Foundation <sup>(4)</sup>
Common Units	500,000	I	Wife <sup>(5)</sup>
Common Units	100,000	I	Son <sup>(6)</sup>
Common Units	50,000	I	Son's Trust <sup>(7)</sup>
Common Units	20,000	I	Cooperman Family Fund <sup>(8)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOPERMAN LEON G 11431 W. PALMETTO PARK ROAD BOCA RATON, FL 33428	Â	Â X	Â	Â

## Signatures

Alan M. Stark,  
Attorney-in-fact

11/22/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The securities are held in managed accounts over which the reporting person has investment discretion. The reporting person disclaims  
(1) beneficial ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

The securities are held in the accounts of private investment entities over which the reporting person has investment discretion. The  
(2) reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

The securities are held in the account of the Omega Charitable Partnership LP over which the reporting person has investment discretion.  
(3) The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

The securities are held in the account of the Leon & Toby Cooperman Foundation over which the reporting person has investment  
(4) discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

The securities are held in the account of Toby Cooperman, the reporting person's wife, over which the reporting person has investment  
(5) discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

The securities are held in the account of Michael S. Cooperman, the reporting person's son, over which the reporting person has  
(6) investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

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(7) The securities are held in the account of the Michael S. Cooperman WRA Trust, an irrevocable trust for the benefit of Michael S. Cooperman over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

(8) The securities are held in the account of the Cooperman Family Fund for a Jewish Future, a Type 1 charitable supporting foundation over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.