

Atlas Resource Partners, L.P.  
Form NT 10-Q  
May 11, 2016

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check one):     Form 10-K     Form 20-F     Form 11-K     Form 10-Q  
  
 Form 10-D     Form N-SAR     Form N-CSR

For Period Ended: March 31, 2016

Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR

For the Transition Period Ended: Not applicable

*Read Instruction (on back page) Before Preparing Form. Please Print or Type:*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**  
If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:  
Not applicable

**PART I - REGISTRANT INFORMATION**

**Atlas Resource Partners, L.P.**

**Full Name of Registrant**

**N/A**

**Former Name if Applicable**

**Park Place Corporate Center One, 1000 Commerce Drive, 4<sup>th</sup> Floor**

**Address of Principal Executive Office (*Street and Number*)**

**Pittsburgh, PA 15275**

**City, State and Zip Code.**

**PART II - RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense:
- (b)  The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III - NARRATIVE**

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 could not be filed with the Securities and Exchange Commission within the prescribed time period without unreasonable effort or expense because the Company needs additional time to complete its financial statements and related disclosures as it relates to ongoing discussion with the lenders under its credit facilities. The Registrant anticipates filing its Form 10-Q no later than five calendar days following the prescribed due date, in accordance with Rule 12b-25 of the Securities Exchange Act of 1934.

**PART IV - OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification:

**Matthew J. Finkbeiner**

**215**

**832-4130**

(Name) (Area Code) (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).  Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

**Atlas Resource Partners, L.P.**

**(Name of Registrant as Specified in Charter)**

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 11, 2016

ATLAS RESOURCE PARTNERS, L.P.

By: Atlas Energy Group, LLC, its general partner

By: /s/ Matthew J. Finkbeiner  
Matthew J. Finkbeiner

Chief Accounting Officer