

LEGACY RESERVES LP
Form 8-K
December 27, 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 22, 2010

Legacy Reserves LP
(Exact name of registrant as specified in its charter)

| | | |
|-----------------------------|----------------|------------|
| Delaware | 1-33249 | 16-1751069 |
| (State or other (Commission | (IRS | |
| jurisdiction of | Employer | |
| incorporation) File Number) | Identification | |
| | No.) | |

| | |
|-------------------------|------------|
| 303 W. Wall, Suite 1400 | |
| Midland, Texas | 79701 |
| (Address of principal | (Zip Code) |
| executive offices) | |

Registrant's telephone number, including area code: (432) 689-5200

NOT APPLICABLE

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(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)

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.

On December 22, 2010, Legacy Reserves Operating LP, a wholly owned subsidiary of Legacy Reserves LP, completed the previously announced acquisition of certain oil and natural gas properties in the Permian Basin from COG Operating LLC, a wholly owned subsidiary of Concho Resources Inc., for cash consideration of \$103.3 million, subject to customary post-closing adjustments.

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: December 27, 2010

By: /s/ Steven H. Pruett
Name: Steven H. Pruett
Title: President, Chief Financial
Officer and Secretary