

LINN ENERGY, LLC
Form SC 13D/A
April 26, 2016

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Linn Energy, LLC
(Name of Issuer)

Units representing limited liability company interests

(Title of Class of Securities)

536020100

(CUSIP Number)

Candice J. Wells

600 Travis Street, Suite 5100, Houston, Texas 77002

Telephone: (281) 840-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 26, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1) Names of reporting persons

I.R.S. Identification Nos. of Above Persons (entities only).

LinnCo, LLC

(45-5166623)

(2) Check the appropriate box if a member of a group (see instructions)

(a) ☐ (b) ☒

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

(6) Citizenship or place of organization

Delaware

(7) Sole voting power

Number of

shares

0

beneficially

(8) Shared voting power

owned by

each

232,506,113 units (1)

(9) Sole dispositive power

reporting

person

0

with:

(10) Shared dispositive power

232,506,113 units (1)

(11) Aggregate amount beneficially owned by each reporting person

232,506,113 units

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

(13) Percent of class represented by amount in Row (11)

65.5% (2)

(14) Type of reporting person (see instructions)

OO (Limited Liability Company)

- (1) The voting and dispositive power of LinnCo, LLC (LinnCo) is limited by its limited liability company agreement, which provides that LinnCo will submit to a vote of its shareholders any matter submitted by the Issuer to a vote of its unitholders, including any election of the Issuer s directors, and LinnCo will vote units representing limited liability company membership interests in the Issuer (Units) that it holds in the same manner as its shareholders vote (or refrain from voting) their common shares representing limited liability company interests in LinnCo (LinnCo shares).
- (2) Based on 355,228,188 Units outstanding (including unvested restricted units) as of March 18, 2016.

This Amendment No. 2 amends and supplements the Schedule 13D first filed on February 24, 2014, as amended and supplemented by Amendment No. 1 filed on March 23, 2016 (the Original Schedule 13D and, as amended by this Amendment No. 2, this Schedule 13D), and is being filed by LinnCo with respect to Units of the Issuer. Capitalized terms used herein but not defined herein shall have the meanings attributed to them in the Original Schedule 13D, as amended.

Item 4. Purpose of Transaction.

Item 4 of the Original Schedule 13D is hereby amended and supplemented with the following:

The Exchange Offer expired at 12:00 midnight (New York City Time) at the end of the day on Monday, April 25, 2016. American Stock Transfer & Trust Company, the exchange agent for the Exchange Offer, has advised LinnCo that a total of approximately 103,961,939 Units, representing approximately 29% of the aggregate number of outstanding Units, were validly tendered and not withdrawn in the Exchange Offer. Accordingly, LinnCo accepted all Units that were validly tendered and not withdrawn.

To allow remaining unitholders of the Issuer the opportunity to tender their Units, LinnCo commenced a subsequent offering period on April 26, 2016. The subsequent offering period will expire at 12:00 midnight (New York City Time) on May 23, 2016, unless extended. Pursuant to Rule 14d-11(e) under the Securities Exchange Act of 1934, as amended, LinnCo will immediately accept Units validly tendered during the subsequent offering period on an as tendered basis.

Item 5. Interest in Securities of the Issuer.

Item 5(a) of the Original Schedule 13D is hereby amended and restated as follows:

The Reporting Person is the record and beneficial owner of 232,506,113 Units, which represents 65.5% of the outstanding Units of the Issuer, based on 355,228,188 Units outstanding (including unvested restricted units) as of March 18, 2016.

Item 5(c) of the Original Schedule 13D is hereby amended and restated as follows:

Except for LinnCo's acquisition of Units that were validly tendered in the Offer, none of the Covered Persons has effected any transactions in Units in the past 60 days except as follows:

Transaction Party	Date	Number of Units	Price
Mark Ellis	April 20, 2016	108,280 (units transferred to indirect ownership) (1)	\$0.00
		298,319 (to fulfill an ongoing charitable obligation, Mr. Ellis made a contribution to a major university of a total of 298,319 units) (1)	

(1) As reported on a Form 4 filed with the SEC by Mr. Ellis on April 22, 2016.

Item 7. Material to Be Filed as Exhibits.

Item 7 of the Original Schedule 13 D is hereby amended and supplemented by the addition of Exhibits 3 and 4 as set forth below:

Exhibit 3	Prospectus/Offer to Exchange (incorporated by reference to LinnCo's Prospectus/Offer to Exchange filed pursuant to Rule 424(b)(3) on April 26, 2016).
Exhibit 4	Form of Amended and Restated Letter of Transmittal (incorporated by reference to Amendment No. 1 to LinnCo's Registration Statement on Form S-4 filed on April 6, 2016). [Signature Follows]

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 26, 2016

LINNCO, LLC

By: */s/ Candice J. Wells*
Candice J. Wells

Senior Vice President, General Counsel
and Corporate Secretary