

LEGACY RESERVES LP  
Form 8-K  
November 25, 2011

**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): November 23, 2011

**Legacy Reserves LP**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

1-33249  
(Commission  
File Number)

16-1751069  
(I.R.S. Employer  
Identification No.)

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303 W. Wall, Suite 1400

Midland, Texas  
(Address of principal executive offices)

79701  
(Zip Code)

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

NOT APPLICABLE

(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 (*see* General Instruction A.2. below):

- .. 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 8.01 Other Events.**

As announced on November 1, 2011, Legacy Reserves Operating, LP, the wholly owned operating subsidiary of Legacy Reserves LP ( Legacy ), entered into an agreement to purchase natural gas properties located in Fremont County, Wyoming for \$45 million in cash. On November 23, 2011, Legacy issued a press release announcing that Legacy had reached an agreement with the seller to terminate the agreement effective November 23, 2011.

A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description of the Exhibit</b>
Exhibit 99.1	Legacy Reserves LP Press Release dated November 23, 2011

**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: November 23, 2011

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

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description of the Exhibit</b>
Exhibit 99.1	Legacy Reserves LP Press Release dated November 23, 2011