Foster Micah C. Form 4 September 24, 2018

representing

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Foster Micah C. Issuer Symbol LEGACY RESERVES LP [LGCY] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 303 W. WALL STREET, SUITE 09/20/2018 below) below) 1800 CAO and Controller (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MIDLAND, TX 79701 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Units representing (2) (3) 78,437 limited 09/20/2018 M 54,605 D partner interests Units representing (2) (3) limited 09/20/2018 M 146,849 225,286 D Α partner interests Units 09/20/2018 D 146,849 D \$ 78,437 D

4.84

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| limited partner interests | | | | | | |
|--|------------|---|--------|---|------------------------------------|---|
| Units representing limited partner interests | 09/20/2018 | M | 90,481 | A | <u>(2)</u> <u>(6)</u> 168,918 | D |
| Units representing limited partner interests | 09/20/2018 | D | 90,481 | D | \$ 78,437 4.84 | D |
| Units representing limited partner interests | 09/20/2018 | D | 78,437 | D | $\frac{(1)}{(5)}\frac{(3)}{(6)}$ 0 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactic Code (Instr. 8) | | | | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Prio Deriv Secur (Instr. |
|---|---|--------------------------------------|---|--|-----|---------|---------------------|--------------------|---|----------------------------------|--------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Units | <u>(2)</u> | 09/20/2018 | | M | | 54,605 | (3) | (3) | Units | 54,605 | <u>(2</u> |
| Phantom Units | (2) | 09/20/2018 | | M | | 146,849 | (4)(5) | (4)(5) | Units | 146,849 | <u>(2</u> |
| Phantom Units | <u>(2)</u> | 09/20/2018 | | M | | 90,481 | <u>(6)</u> | <u>(6)</u> | Units | 90,481 | <u>(2</u> |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Foster Micah C.

303 W. WALL STREET, SUITE 1800 CAO and Controller

MIDLAND, TX 79701

Signatures

/s/ Dan G. LeRoy, as attorney-in-fact for Micah C. Foster 09/24/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
 - In connection with the corporate reorganization of the Issuer from a master limited partnership to a corporation (the "Corporate
- (1) Reorganization"), each outstanding unit representing a limited partner interest in the Issuer ("Unit") was converted into the right to receive one share of common stock, \$0.01 par value per share, of Legacy Reserves Inc. ("New Legacy Common Stock").
- (2) Each phantom unit represents the economic equivalent of a Unit.
- These phantom unites were granted pursuant to an awards agreement that provided for settlement in Units and were scheduled to vest as follows: (i) 14,674 phantom units subject to vesting on February 18, 2019; (ii) 14,868 phantom units subject to vesting on February 18, 2021. It is a subject to vesting on February 18, 2021. It is a subject to vesting on February 18, 2021. It is a subject to vesting on February 18, 2021. It is a subject to vesting on February 18, 2021. It is a subject to vesting on February 18, 2021.
- 2020; and (iii) 25,063 phantom units subject to vesting on February 18, 2021. In connection with the Corporate Reorganization, these phantom units automatically vested in full and were settled in Units.
- These phantom units were granted pursuant to an award agreement that provided for settlement in cash and provided for cliff vesting in the third year after grant, subject to the achievement of certain performance-based criteria during the three fiscal years prior to the vesting date. The vesting schedule was as follows: 83,850 phantom units on February 18, 2019; (ii) 59,472 phantom units on February 19, 2010; and (iii) 150,376 phantom units on February 18, 2021.
- (5) In connection with the Corporate Reorganization, 146,849 of these phantom units automatically vested in full and were settled in cash. Another 146,849 phantom unites were forfeited.
- These phantom units were granted pursuant to an award agreement that provided for settlement in cash and were scheduled to vest as follows: (i) 48,214 phantom units on February 18, 2019; (ii) 29,736 phantom units on February 18, 2020; and (iii) 12,531 phantom units on February 18, 2021. In connection with the Corporate Reorganization, these phantom units automatically vested in full and were settled in cash.

Remarks:

Chief Accounting Officer and Controller of Legacy Reserves GP, LLC, the general partner of Legacy Reserves LP.

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.

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