

LEGACY RESERVES L P  
Form 8-K  
May 04, 2007

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**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): **May 1, 2007**

**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**  
(IRS Employer  
Identification No.)

**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**

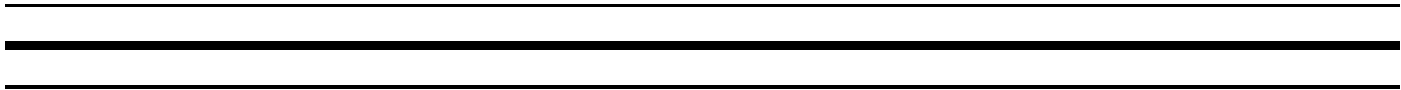
**303 W. Wall Street, Suite 1600**  
**Midland, Texas 79701**  
(Former name or former address, if changed since last report.)

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)

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- 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.**

*Ameristate Acquisition Agreement.*

On May 1, 2007, Legacy Reserves Operating LP, a wholly owned subsidiary of Legacy Reserves LP (“Legacy”), closed its previously announced acquisition (the “Ameristate Acquisition” ) of certain oil and natural gas producing properties located in Lea and Eddy Counties of Southeast New Mexico from Ameristate Exploration, LLC for an aggregate purchase price of approximately \$5.5 million, subject to customary purchase price adjustments, paid in cash.

**Item 9.01 Financial Statements and Exhibits.**

(a) **Financial statements of businesses required.**

The financial statements required in connection with the Ameristate Acquisition are not included in this Current Report on Form 8-K. Legacy will file the required financial statements within 71 calendar days after the date this Current Report on Form 8-K was required to be filed with the Securities and Exchange Commission.

(b) **Pro forma financial information.**

The financial statements required in connection with the Ameristate Acquisition are not included in this Current Report on Form 8-K. Legacy will file the required financial statements within 71 calendar days after the date this Current Report on Form 8-K was required to be filed with the Securities and Exchange Commission.

(d) **Exhibits.**

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| Exhibit 10.1          | Purchase and Sale Agreement dated March 29, 2007, by and among Ameristate Exploration, LLC and Legacy Reserves Operating LP |

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**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: May 4, 2007

By: /s/ William M. Morris  
William M. Morris  
Vice President, Controller and Chief  
Accounting Officer

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**EXHIBIT INDEX**

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