

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

**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): **October 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**

NOT APPLICABLE

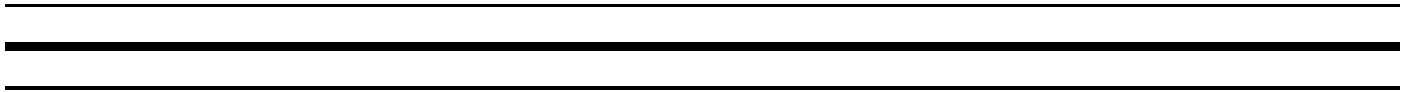
(Former name or former address, if changed since last report.)

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:

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.

The Operating Company Acquisition.

On October 1, 2007, Legacy Reserves Operating LP, a wholly owned subsidiary of Legacy Reserves LP (“Legacy”), closed its previously announced acquisition (the “TOC Acquisition”) of certain oil and natural gas producing properties located in the Texas Panhandle from The Operating Company and private parties for an aggregate purchase price of approximately \$60.5 million, subject to customary purchase price adjustments, paid in cash.

Item 9.01 Financial Statements and Exhibits.

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

The financial statements required in connection with the TOC 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 TOC 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.

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: October 4, 2007

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