

LEGACY RESERVES LP  
Form 8-K  
March 03, 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): **March 2, 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**

(IRS Employer  
Identification No.)

**303 W. WALL ST, SUITE 1400  
MIDLAND, TX**

(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)
- 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))

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**Item 2.02. Results of Operations and Financial Condition.**

On March 2, 2011 the Registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is

incorporated herein by reference.

The information in this report, including the Exhibit attached hereto, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, or the Exchange Act, except as specifically identified therein as being incorporated by reference.

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

Exhibit 99.1. Press release dated March 2, 2011

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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

March 2, 2011

/s/ STEVEN H. PRUETT

Steven H. Pruett  
President, Chief Financial Officer and Secretary