

Foster Micah C.  
Form 4  
September 24, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Foster Micah C.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

LEGACY RESERVES LP [LGCY]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

303 W. WALL STREET, SUITE 1800

09/20/2018

CAO and Controller

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MIDLAND, TX 79701

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Units representing limited partner interests	09/20/2018		M		54,605	A	<u>(2)</u> <u>(3)</u> 78,437	D
Units representing limited partner interests	09/20/2018		M		146,849	A	<u>(2)</u> <u>(3)</u> 225,286	D
Units representing	09/20/2018		D		146,849	D	\$ 78,437 4.84	D

limited  
partner  
interests

Units  
representing  
limited  
partner  
interests

09/20/2018 M 90,481 A (2) (6) 168,918 D

Units  
representing  
limited  
partner  
interests

09/20/2018 D 90,481 D \$ 4.84 78,437 D

Units  
representing  
limited  
partner  
interests

09/20/2018 D 78,437 D (1) (3)  
(5) (6) 0 D

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Security (Instr. 3 and 4)			
				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	<u>(3)</u>	<u>(3)</u>	Units	54,605	<u>(2)</u>
Phantom Units	<u>(2)</u>	09/20/2018		M		146,849	<u>(4)</u> <u>(5)</u>	<u>(4)</u> <u>(5)</u>	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 MIDLAND, TX 79701			CAO and Controller	

## 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 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").
- (1) 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, 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6)

### 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.

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