

LEGACY RESERVES L P  
Form 8-K  
May 08, 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 3, 2007**

**Legacy Reserves LP**

(Exact name of registrant as specified in its charter)

|  |   |   |
|--|---|---|
| <b>Delaware</b><br>(State or other jurisdiction of<br>incorporation) | <b>1-33249</b><br>(Commission<br>File Number) | <b>16-1751069</b><br>(IRS Employer<br>Identification No.) |
|--|---|---|

|   |                            |
|---|----------------------------|
| <b>303 W. Wall, Suite 1400</b><br><b>Midland, Texas</b><br>(Address of principal executive offices) | <b>79701</b><br>(Zip Code) |
|---|----------------------------|

Registrant's telephone number, including area code: **(432) 689-5200**

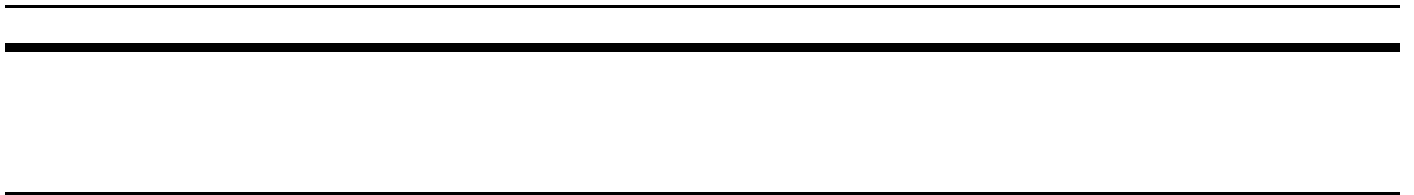
**NOT APPLICABLE**

(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))



**Item 1.01 Entry into a material Definitive Agreement.**

On May 3, 2007, Legacy Reserves LP (“Legacy”) entered into an amendment (the “Second Amendment”) to Legacy’s Credit Agreement dated as of March 15, 2006, as amended, with BNP Paribas, as administrative agent, and other financial institutions party thereto (the “Credit Agreement”). The Second Amendment amended the Credit Agreement to (i) add Wachovia Bank, National Association as a Lender and (ii) increase the Borrowing Base (as defined in the Credit Agreement) from \$130 million to \$150 million.

A copy of the Second Amendment is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) **Exhibits.**

| <b>Exhibit Number</b> | <b>Description</b>                                      |
|-----------------------|---|
| Exhibit 10.1          | Second Amendment to Credit Agreement dated May 3, 2007. |

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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

May 8, 2007

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

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**EXHIBIT INDEX**

**Exhibit Number**

**Description**

Exhibit 10.1

Second Amendment to Credit Agreement dated May 3, 2007.