

Atlas Resource Partners, L.P.  
Form 8-K  
January 05, 2016

**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): December 29, 2015**

**Atlas Resource Partners, L.P.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-35317**  
**(Commission**

**File Number)**  
**Park Place Corporate Center One**

**45-3591625**  
**(IRS Employer**

**Identification No.)**

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**1000 Commerce Drive, Suite 400**

**Pittsburgh, PA 15275**

**(Address of principal executive offices, including zip code)**

**800-251-0171**

**(Registrant's telephone number, including area code)**

**(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 December 29, 2015, Atlas Resource Partners Holdings, LLC ( Holdings ) and Atlas Resource Finance Corporation ( Finance Corp and together with Holdings, the Issuers ), which are wholly-owned subsidiaries of Atlas Resource Partners, L.P. ( ARP ), certain of Holdings subsidiaries (together with ARP, the Guarantors ), and U.S. Bank National Association, as trustee (the Trustee ), entered into a Third Supplemental Indenture (the Third Supplemental Indenture ) to the Indenture (the Indenture ) governing the Issuers outstanding 7.75% Senior Notes due 2021 (the Notes ) following the receipt of requisite consents of the holders of the 7.75% Notes pursuant to a consent solicitation in respect of the 7.75% Notes that commenced on December 10, 2015 (the Consent Solicitation ).

Solicitations were sought for the purpose of making the following amendments to the Indenture:

(1) Increasing the fixed dollar amount in the basket for secured credit facility indebtedness to \$1,000.0 million, the approximate amount of secured credit facility indebtedness currently permitted under ARP s secured credit facilities, from \$500.0 million. Additionally, the use of secured indebtedness incurred under such basket in exchange for the Notes or the Issuers 9.25% Senior Notes due 2021 will be limited to a maximum amount of \$100 million, and the Issuers will be required to make any offer to exchange the Notes for secured indebtedness of the Issuers incurred under such basket to all holders of the 7.75% Notes on a pro rata basis and to make any offer to exchange the 9.25% Notes for secured indebtedness of the Issuers incurred under such basket to all holders of the 9.25% Notes on a pro rata basis.

(2) Adding an additional covenant providing that ARP will not permit its consolidated senior secured interest expense to exceed the greater of \$80 million in any fiscal year or 8.0% of the consolidated senior secured debt outstanding.

(3) Adding a prohibition with respect to certain make-whole, yield maintenance, redemption, repayment or any other payments, premiums, fees or penalties, providing that such payments or premiums shall not be payable after and during the continuance of an event of default, upon the automatic or other acceleration of such indebtedness prior to its stated maturity date, or after the commencement of a case with respect to the Issuers under bankruptcy law.

A copy of the Third Supplemental Indenture is filed as Exhibit 4.1 to this Form 8-K and is incorporated herein by reference. The description of the Third Supplemental Indenture is a summary and is qualified in its entirety by the terms of the Third Supplemental Indenture and underlying indentures.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

**Item 7.01 Regulation FD Disclosure.**

On December 29, 2015 ARP issued a press release announcing the successful completion of the Consent Solicitation. The press release is furnished herewith as Exhibit 99.1.

Exhibit 99.1 and the other information provided under this Item 7.01 are being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Description
4.1	Third Supplemental Indenture, dated as of December 29, 2015, to Indenture dated as of January 23, 2013, by and among the Issuers, the Guarantors, and U.S. Bank National Association, as trustee
99.1	Press release dated December 29, 2015

**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.

**ATLAS RESOURCE PARTNERS, L.P.**

By: Atlas Energy Group, LLC, its general partner

Dated: January 5, 2016

By: /s/ Jeffrey M. Slotterback

Name: Jeffrey M. Slotterback

Title: Chief Financial Officer