

Atlas Energy Holdings Operating Company, LLC

Form POS AM

September 07, 2016

As filed with the Securities and Exchange Commission on September 7, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT NO. 333-182616**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT NO. 333-183995**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT NO. 333-193238**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT NO. 333-202827**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT NO. 333-203269**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT NO. 333-203800**

***UNDER***

***THE SECURITIES ACT OF 1933***

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

**Atlas Resource Partners Holdings, LLC**

**Atlas Resource Finance Corporation**

**and Other Registrants\***

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**

**45-3591625**

**Delaware**

**27-4735285**

**Delaware**

**1311**

**90-0812516**

**(State or other jurisdiction of**

**(Primary Standard Industrial**

**(I.R.S. Employer**

**incorporation or organization)**

**Classification Code Number)**

**Identification Number)**

**Edward E. Cohen**

**Park Place Corporate Center One**

**Park Place Corporate Center One**

**100 Commerce Drive, Suite 400**

**100 Commerce Drive, Suite 400**

**Pittsburgh, PA 15275**

**Pittsburgh, PA 15275**

**(800) 251-0171**

**(800) 251-0171**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

|  |   |
|--|---|
| Large accelerated filer <input type="checkbox"/>   | Accelerated filer <input checked="" type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/>    |

---

**\*TABLE OF ADDITIONAL REGISTRANT GUARANTORS**

| <b>Exact name of registrant<br/>as specified in its charter</b> | <b>State or other<br/>jurisdiction<br/>of<br/>incorporation<br/>or<br/>organization</b> | <b>I.R.S.<br/>Employer<br/>Identification<br/>Number</b> | <b>Address, including zip code,<br/>and telephone number, including<br/>area code, of registrant's<br/>principal executive offices</b> |
|---|---|--|--|
| Atlas Resources, LLC  | Pennsylvania  | 20-4822875   | Park Place Corporate Center One<br>1000 Commerce Drive, 4 <sup>th</sup> Floor<br>Pittsburgh, PA 15275-1011<br>(800) 251-0171           |
| Viking Resources, LLC   | Pennsylvania  | 20-5365124   | Park Place Corporate Center One<br>1000 Commerce Drive, 4 <sup>th</sup> Floor<br>Pittsburgh, PA 15275-1011<br>(800) 251-0171           |
| Resource Energy, LLC  | Delaware  | 20-5365174   | Park Place Corporate Center One<br>1000 Commerce Drive, 4 <sup>th</sup> Floor<br>Pittsburgh, PA 15275-1011<br>(800) 251-0171           |
| ARP Barnett, LLC  | Delaware  | 90-0812567   | Park Place Corporate Center One<br>1000 Commerce Drive, 4 <sup>th</sup> Floor<br>Pittsburgh, PA 15275-1011<br>(800) 251-0171           |
| ARP Barnett Pipeline, LLC                                       | Delaware  | 61-1682295   | Park Place Corporate Center One<br>1000 Commerce Drive, 4 <sup>th</sup> Floor<br>Pittsburgh, PA 15275-1011<br>(800) 251-0171           |
| Atlas Barnett, LLC  | Texas   | 26-2654688   | Park Place Corporate Center One<br>1000 Commerce Drive, 4 <sup>th</sup> Floor<br>(800) 251-0171  |

Edgar Filing: Atlas Energy Holdings Operating Company, LLC - Form POS AM

|                             |              |            |  |
|-----------------------------|--------------|------------|--|
|                             |              |            | Pittsburgh, PA 15275-1011                  |
|                             |              |            | (800) 251-0171                             |
| Atlas Noble, LLC            | Delaware     | 20-5365139 | Park Place Corporate Center One            |
|                             |              |            | 1000 Commerce Drive, 4 <sup>th</sup> Floor |
|                             |              |            | Pittsburgh, PA 15275-1011                  |
|                             |              |            | (800) 251-0171                             |
| REI-NY, LLC                 | Delaware     | 20-5365147 | Park Place Corporate Center One            |
|                             |              |            | 1000 Commerce Drive, 4 <sup>th</sup> Floor |
|                             |              |            | Pittsburgh, PA 15275-1011                  |
|                             |              |            | (800) 251-0171                             |
| Atlas Energy Indiana, LLC   | Indiana      | 26-3210546 | Park Place Corporate Center One            |
|                             |              |            | 1000 Commerce Drive, 4 <sup>th</sup> Floor |
|                             |              |            | Pittsburgh, PA 15275-1011                  |
|                             |              |            | (800) 251-0171                             |
| Atlas Energy Tennessee, LLC | Pennsylvania | 26-2770794 | Park Place Corporate Center One            |
|                             |              |            | 1000 Commerce Drive, 4 <sup>th</sup> Floor |
|                             |              |            | Pittsburgh, PA 15275-1011                  |
|                             |              |            | (800) 251-0171                             |
| Atlas Energy Ohio, LLC      | Ohio         | 20-5365198 | Park Place Corporate Center One            |
|                             |              |            | 1000 Commerce Drive, 4 <sup>th</sup> Floor |
|                             |              |            | Pittsburgh, PA 15275-1011                  |
|                             |              |            | (800) 251-0171                             |
| ARP Oklahoma LLC            | Oklahoma     | 90-0815193 | Park Place Corporate Center One            |
|                             |              |            | 1000 Commerce Drive, 4 <sup>th</sup> Floor |
|                             |              |            | Pittsburgh, PA 15275-1011                  |
|                             |              |            | (800) 251-0171                             |
| Atlas Energy Colorado, LLC  | Colorado     | 45-2120015 | Park Place Corporate Center One            |
|                             |              |            | 1000 Commerce Drive, 4 <sup>th</sup> Floor |
|                             |              |            | Pittsburgh, PA 15275-1011                  |



Edgar Filing: Atlas Energy Holdings Operating Company, LLC - Form POS AM

|                                 |              |            |  |
|---------------------------------|--------------|------------|--|
| Resource Well Services, LLC     | Delaware     | 20-5365162 | Park Place Corporate Center One<br>1000 Commerce Drive, 4 <sup>th</sup> Floor<br>Pittsburgh, PA 15275-1011<br>(800) 251-0171 |
| ARP Production Company, LLC     | Delaware     | 90-0999968 | Park Place Corporate Center One<br>1000 Commerce Drive, 4 <sup>th</sup> Floor<br>Pittsburgh, PA 15275-1011<br>(800) 251-0171 |
| ARP Mountaineer Production, LLC | Delaware     | 80-0959365 | Park Place Corporate Center One<br>1000 Commerce Drive, 4 <sup>th</sup> Floor<br>Pittsburgh, PA 15275-1011<br>(800) 251-0171 |
| ARP Rangely Production, LLC     | Delaware     | 46-5641625 | Park Place Corporate Center One<br>1000 Commerce Drive, 4 <sup>th</sup> Floor<br>Pittsburgh, PA 15275-1011<br>(800) 251-0171 |
| ARP Eagle Ford, LLC             | Texas        | 47-1846894 | Park Place Corporate Center One<br>1000 Commerce Drive, 4 <sup>th</sup> Floor<br>Pittsburgh, PA 15275-1011<br>(800) 251-0171 |
| Atlas Pipeline Tennessee, LLC   | Pennsylvania | 83-0504919 | Park Place Corporate Center One<br>1000 Commerce Drive, 4 <sup>th</sup> Floor<br>Pittsburgh, PA 15275-1011<br>(800) 251-0171 |
| ATLS Production Company, LLC    | Delaware     | 46-3060124 | Park Place Corporate Center One<br>1000 Commerce Drive, 4 <sup>th</sup> Floor<br>Pittsburgh, PA 15275-1011<br>(800) 251-0171 |

## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the following Registration Statements on Form S-3 (collectively, the Registration Statements ), originally filed by Atlas Resource Partners, L.P., a Delaware limited partnership (the Partnership ), with the Securities and Exchange Commission:

Registration Statement No. 333-182616, filed on July 11, 2012, registering the offer and sale by certain selling unitholders from time to time of up to 5,527,945 common units representing limited partner interests in the Partnership (the Common Units );

Registration Statement No. 333-183995, filed on September 19, 2012, registering the offer and sale by certain selling unitholders from time to time of up to 7,683,438 Common Units;

Registration Statement No. 333-193238, filed on January 9, 2014, registering the offer and sale by the Partnership from time to time of up to an aggregate of \$100,000,000 of Common Units and preferred units representing limited partner interests in the Partnership (the Preferred Units );

Registration Statement No. 333-202827, filed on March 17, 2015, registering the offer and sale by certain selling unitholders from time to time of up to 24,712,471 Common Units;

Registration Statement No. 333-203269, filed on April 6, 2015, registering the offer and sale by certain selling unitholders from time to time of up to 800,000 8.625% Class D Cumulative Redeemable Perpetual Preferred Units; and

Registration Statement No. 333-203800, filed on May 1, 2015, registering the offer and sale by the Partnership and certain subsidiaries from time to time of up to \$600,000,000 of Common Units, Preferred Units, subordinated units representing limited partner interests in the Partnership, warrants and debt securities and guarantees.

On August 26, 2016, an order confirming the pre-packaged plan of reorganization (the Plan ) of the Partnership and certain of its subsidiaries (collectively with the Partnership, Atlas ) was entered by the United States Bankruptcy Court for the Southern District of New York. On September 1, 2016, Atlas substantially consummated the Plan and emerged from their Chapter 11 cases. As part of the transactions undertaken pursuant to the Plan, the Partnership's equity was cancelled, the Partnership dissolved and Titan Energy, LLC, an affiliate of the Partnership, became the successor issuer to the Partnership pursuant to Rule 12g-3 of the Securities Exchange Act of 1934, as amended.

As a result of the completion of the transactions contemplated by the Plan, the Partnership has terminated all offerings of securities pursuant to the Registration Statements. In accordance with the undertakings made by the Partnership in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of such offering, the Partnership hereby removes from registration by means of this Post-Effective Amendment No. 1 all of such securities registered but unsold under the Registration Statements.



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statements on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Philadelphia, Commonwealth of Pennsylvania on September 7, 2016.

**TITAN ENERGY, LLC,**

as successor to Atlas Resource Partners, L.P. and  
as converted from Atlas Resource Finance  
Corporation

By: /s/ Jeffrey M. Slotterback  
Name: Jeffrey M. Slotterback  
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statements on Form S-3 has been signed below by the following persons in the capacities and on the dates indicated below.

|                            |                                      |                   |
|----------------------------|--------------------------------------|-------------------|
| /s/ Daniel C. Herz         | Chief Executive Officer and Director | September 7, 2016 |
| Daniel C. Herz             | (Principal Executive Officer)        |                   |
| /s/ Jeffrey M. Slotterback | Chief Financial Officer and Director | September 7, 2016 |
| Jeffrey M. Slotterback     | (Principal Financial Officer)        |                   |
| /s/ Matthew J. Finkbeiner  | Chief Accounting Officer             | September 7, 2016 |
| Matthew J. Finkbeiner      | (Principal Accounting Officer)       |                   |
| /s/ Edward E. Cohen        | Executive Chairman of the Board      | September 7, 2016 |
| Edward E. Cohen            |                                      |                   |
| /s/ Jonathan Z. Cohen      | Executive Vice Chairman of the Board | September 7, 2016 |
| Jonathan Z. Cohen          |                                      |                   |

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statements on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in Philadelphia, Pennsylvania, on September 7, 2016.

**ATLAS RESOURCE PARTNERS HOLDINGS, LLC**

By: Titan Energy Operating, LLC, its sole member

By: Titan Energy Management, LLC, its manager

**ATLAS RESOURCES, LLC**

**VIKING RESOURCES, LLC**

**RESOURCE ENERGY, LLC**

**ATLAS NOBLE, LLC**

**REI-NY, LLC**

**ATLAS ENERGY INDIANA, LLC**

**ATLAS ENERGY TENNESSEE, LLC**

**ATLAS ENERGY OHIO, LLC**

**ATLAS ENERGY COLORADO, LLC**

**RESOURCE WELL SERVICES, LLC**

**ARP BARNETT, LLC**

**ARP BARNETT PIPELINE, LLC**

**ATLAS BARNETT, LLC**

**ARP PRODUCTION COMPANY, LLC**

**ARP MOUNTAINEER PRODUCTION, LLC**

**ARP OKLAHOMA, LLC**

**ARP RANGELY PRODUCTION, LLC**

**ATLAS PIPELINE TENNESSEE, LLC**

**ARP EAGLE FORD, LLC**

**ATLS PRODUCTION COMPANY, LLC**

By: Atlas Resource Partners Holdings, LLC, its sole member

By: Titan Energy Operating, LLC, its sole member

By: Titan Energy Management, LLC, its manager

By: /s/ Jeffrey M. Slotterback

Name: Jeffrey M. Slotterback

Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statements on Form S-3 has been signed below by the following persons in the capacities and on the dates indicated below.

|                            |                                      |                   |
|----------------------------|--------------------------------------|-------------------|
| /s/ Daniel C. Herz         | Chief Executive Officer and Director | September 7, 2016 |
| Daniel C. Herz             | (Principal Executive Officer)        |                   |
| /s/ Jeffrey M. Slotterback | Chief Financial Officer and Director | September 7, 2016 |
| Jeffrey M. Slotterback     | (Principal Financial Officer)        |                   |
| /s/ Matthew J. Finkbeiner  | Chief Accounting Officer             | September 7, 2016 |
| Matthew J. Finkbeiner      | (Principal Accounting Officer)       |                   |
| /s/ Edward E. Cohen        | Executive Chairman of the Board      | September 7, 2016 |
| Edward E. Cohen            |                                      |                   |
| /s/ Jonathan Z. Cohen      | Executive Vice Chairman of the Board | September 7, 2016 |
| Jonathan Z. Cohen          |                                      |                   |