

LINN ENERGY, LLC  
Form 8-K  
May 22, 2014

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 22, 2014 (May 21, 2014)

LINN ENERGY, LLC  
(Exact name of registrant as specified in its charters)

|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or other jurisdiction of<br>incorporation or organization) | 000-51719<br>(Commission File Number) | 65-1177591<br>(IRS Employer Identification No.) |
|---|---------------------------------------|---|

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|--|---------------------|
| 600 Travis, Suite 5100<br>Houston, Texas<br>(Address of principal executive offices) | 77002<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (281) 840-4000

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 (see General Instruction A.2. below):

- 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.

Exchange Agreement

On May 21, 2014, Linn Energy, LLC (the “Company”), through two of its wholly-owned subsidiaries, entered into an definitive exchange agreement (the “Exchange Agreement”) to trade certain oil and natural gas properties and related assets located primarily in the Permian Basin to Exxon Mobil Corporation and its affiliates, including its wholly-owned subsidiary XTO Energy Inc. (collectively, “ExxonMobil”), in exchange for certain of ExxonMobil’s oil and natural gas properties and related assets in the Hugoton Basin, subject to closing conditions (the “Exchange”). The Company anticipates that the Exchange will close in the third quarter of 2014 with an effective date of June 1, 2014. There can be no assurance that all of the conditions to closing the Exchange will be satisfied.

The foregoing description of the Exchange Agreement does not purport to be complete and is qualified in its entirety by reference to the Exchange Agreement, a copy of which will be filed with the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2014. A copy of the press release announcing the Exchange is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibit.

99.1 Press Release of Linn Energy, LLC dated May 21, 2014.

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.

LINN ENERGY, LLC

Date: May 22, 2014

By: /s/ Candice J. Wells  
Candice J. Wells  
Vice President, General Counsel and Corporate Secretary