

Atlas Resource Partners, L.P.  
Form 8-K  
November 06, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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): November 5, 2014**

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

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

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-35317**  
**(Commission**  
  
**File Number)**

**45-3591625**  
**(IRS Employer**  
  
**Identification No.)**

**Park Place Corporate Center One**

**1000 Commerce Drive, Suite 400**

**Pittsburgh, PA**

**(Address of principal executive offices)**

**15275**

**(Zip Code)**

**Registrant's telephone number, including area code: 800-251-0171**

**(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 (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 2.01. Completion of Acquisition or Disposition of Assets.**

On November 5, 2014, Atlas Resource Partners, L.P. (the Partnership ), directly and through its wholly-owned subsidiary, ARP Eagle Ford, LLC ( ARPEF ), and together with its affiliate, Atlas Growth Eagle Ford, LLC ( ARGEF and together with ARPEF, the Purchasers ) completed their previously announced acquisition of certain oil and gas interests in Atascosa County, TX from Cima Resources, LLC and Cinco Resources, Inc. (the Sellers ), for approximately \$340 million. Approximately \$199 million in cash was paid by the Purchasers at closing, and approximately \$140 million will be paid over the four quarters following closing. The Partnership will pay approximately \$24 million of the deferred portion of the purchase price in three quarterly installments beginning March 31, 2015, and ARGEF will pay approximately \$116 million of the deferred portion purchase price in four quarterly installments following closing. Pursuant to the First Amendment to Purchase and Sale Agreement among the Sellers, the Partnership and the Purchasers dated as of October 27, 2014 (attached to this Current Report as Exhibit 2.1), the Partnership may pay up to \$20 million of its deferred portion of the purchase price by issuing to Sellers its 8.625% Class D Cumulative Redeemable Perpetual Preferred Units (NYSE: ARPPrD) at a price of \$25.00 per unit.

The purchase and sale agreement dated September 24, 2014 was filed as Exhibit 2.1 to the Partnership s Current Report on Form 8-K filed on September 30, 2014.

**Item 9.01. Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired.  
Not Applicable.

(b) Pro Forma Financial Information.  
Not Applicable

(d) Exhibits

**Exhibit  
No.**

**Description**

2.1	First Amendment to Purchase and Sale Agreement dated October 27, 2014, by and between Cinco Resources, Inc., Cima Resources, LLC, ARP Eagle Ford, LLC, Atlas Growth Eagle Ford, LLC and Atlas Resource Partners, L.P.
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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 thereunto duly authorized.

Dated: November 6, 2014

ATLAS RESOURCE PARTNERS, L.P.

By: Atlas Resource Partners GP, LLC, its general partner

By: /s/ Sean P. McGrath

Name: Sean P. McGrath

Its: Chief Financial Officer