

Atlas Resource Partners, L.P.
 Form 3
 August 03, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
R/C Energy IV TGP Holdings, L.P.			07/25/2012		Atlas Resource Partners, L.P. [ARP]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)
C/O RIVERSTONE HOLDINGS LLC, 712 FIFTH AVENUE, 51ST FLOOR			(Check all applicable)			
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)		<input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
NEW YORK, NY 10019			6. Individual or Joint/Group Filing(Check Applicable Line)			
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units	3,796,899	I	See Footnote ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
---	---	--	---------------------------	----------------------	--

Edgar Filing: Atlas Resource Partners, L.P. - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Preferred Units	07/25/2012 ⁽²⁾	∞ ⁽²⁾	Common Units	3,796,899 ⁽²⁾	\$ 26.3	I	See Footnote ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
R/C Energy IV TGP Holdings, L.P. C/O RIVERSTONE HOLDINGS LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	∞	∞ X	∞	∞
R/C Energy GP IV, LLC C/O RIVERSTONE HOLDINGS LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	∞	∞ X	∞	∞
Riverstone/Carlyle Energy Partners IV, L.P. C/O RIVERSTONE HOLDINGS LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	∞	∞ X	∞	∞

Signatures

/s/ Tom Walker, on behalf of R/C Energy GP IV, LLC, the general partner of Riverstone/Carlyle Energy Partners IV, L.P., the general partner of R/C Energy TGP Holdings, L.P. 07/31/2012

∞Signature of Reporting Person Date

/s/ Tom Walker, on behalf of R/C Energy GP IV, LLC, the general partner of Riverstone/Carlyle Energy Partners IV, L.P. 07/31/2012

∞Signature of Reporting Person Date

/s/ Tom Walker, on behalf of R/C Energy GP IV, LLC 07/31/2012

∞Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- These securities are directly held by R/C Energy TGP Holdings IV, L.P. ("TGP Holdings"). Riverstone/Carlyle Energy Partners IV, L.P. ("TGP Holdings GP") is the general partner of TGP Holdings. R/C Energy GP IV, LLC ("Ultimate GP") is the general partner of TGP Holdings GP. TGP Holdings GP and Ultimate GP may be deemed to have indirect ownership of these securities through TGP Holdings.
- The preferred units are convertible at the holder's option into a number of common units equaling \$26.03 plus any accrued dividend in
- (1) respect of such unit divided by \$26.03, at any time on or before July 25, 2015. Any preferred units not previously converted will convert into common units on July 25, 2015.
 - (2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Edgar Filing: Atlas Resource Partners, L.P. - Form 3

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.