

Baines Creek Capital, LLC
Form 4
August 23, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Baines Creek Capital, LLC

2. Issuer Name **and** Ticker or Trading
Symbol
LEGACY RESERVES LP [LGCY]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
11940 JOLLYVILLE, SUITE 210-S
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2018

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

AUSTIN, TX 78759

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common ⁽¹⁾ <u>(2)</u>	08/21/2018		P	Amount ⁽³⁾ 26,310 Price ⁽⁴⁾ \$ 4.94	14,713,626 ⁽⁴⁾	D	
Common ⁽¹⁾ <u>(2)</u>	08/22/2018		P	Amount ⁽⁵⁾ 47,801 Price ⁽⁶⁾ \$ 5.22	14,761,427 ⁽⁶⁾	D	
Common ⁽¹⁾ <u>(2)</u>	08/23/2018		P	Amount ⁽⁷⁾ 34,548 Price ⁽⁸⁾ \$ 5.35	14,795,975 ⁽⁸⁾	D	

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Baines Creek Capital, LLC 11940 JOLLYVILLE SUITE 210-S AUSTIN, TX 78759	X

Signatures

/S/ Brian Williams 08/23/2018

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

(1) This Form 4 is being jointly filed by Baines Creek Partners, L.P., a Delaware limited partnership (BCP), Baines Creek Special Purpose Partners, L.P., a Delaware limited partnership (BCSPP), Kevin Tracy, a United States citizen (KT), Jeremy Carter a United States citizen (JC), James Schumacher, a United States citizen (JS), and Brian Williams a United States citizen (BW). The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons.

(2) Baines Creek GP the general partner of BCP and BCSPP has the power to direct the affairs of BCP and BCSPP, including the voting and disposition of shares. As the discretionary investment manager of these Funds and certain other accounts, Baines Creek Capital has power to direct the voting and disposition of shares held by these Funds and such accounts. Messrs. Tracy, Carter, Schumacher and Williams are affiliated persons of Baines Creek Capital and in this capacity direct the operations of BCP and BCSPP and the voting and disposition of shares held by these Funds and separate client accounts managed by Baines Creek Capital. Baines Creek Capital and Messrs. Tracy, Carter, Schumacher and Williams may also be deemed to beneficially own indirect pecuniary interest as the result of performance-based fees and profit allocations. Each of Baines Creek Capital and Messrs. Tracy, Carter, Schumacher and Williams disclaims such beneficial ownership except to the extent ultimately realized.

(3) The aggregate number of shares of common stock purchased on August 21, 2018 was 26,310 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 26,310 shares; BCSPP = 0 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.

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(4) 14,713,626 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 7,641,078 shares directly owned by it; BCSPP = 6,445,663 shares directly owned by it; KT = 6,510 shares directly owned by him; JC = 142,317 shares directly owned by him; JS = 4,686 shares directly owned by him, and BW = 473,372 shares directly owned by him.

(5) The aggregate number of shares of common stock purchased on August 22, 2018 was 47,801 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 22,222 shares; BCSPP = 25,579 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.

(6) 14,761,427 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 7,663,300 shares directly owned by it; BCSPP = 6,471,242 shares directly owned by it; KT = 6,510 shares directly owned by him; JC = 142,317 shares directly owned by him; JS = 4,686 shares directly owned by him, and BW = 473,372 shares directly owned by him.

(7) The aggregate number of shares of common stock purchased on August 23, 2018 was 34,548 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 0 shares; BCSPP = 34,548 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.

(8) 14,795,975 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 7,663,300 shares directly owned by it; BCSPP = 6,505,790 shares directly owned by it; KT = 6,510 shares directly owned by him; JC = 142,317 shares directly owned by him; JS = 4,686 shares directly owned by him, and BW = 473,372 shares directly owned by him.

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

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