

Atlas Resource Partners, L.P.  
Form 8-K/A  
August 08, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): June 30, 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))

### **Explanatory Note**

On July 2, 2014 Atlas Resource Partners, L.P. (ARP) filed a Current Report on Form 8-K (the Original 8-K) to report the completion by ARP Rangely Production, LLC, ARP's wholly-owned subsidiary, of the previously announced acquisition (the Rangely Acquisition) of certain oil and gas related interests in the Rangely Field assets in northwest Colorado from Merit Management Partners I, L.P., Merit Energy Partners III, L.P. and Merit Energy Company, LLC (Merit Energy) for \$420.0 million in cash (the Acquired Assets). This Current Report on Form 8-K/A amends Item 9.01 of the Original 8-K to present certain financial statements for Merit Energy and to present certain unaudited pro forma financial information in connection with the Rangely Acquisition.

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

##### **(a) Financial Statements of Businesses Acquired.**

The Acquired Assets' Statements of Revenues and Direct Operating Expenses of the Oil and Gas Properties under Contract for Purchase by ARP Rangely Production, LLC from Merit Energy for the year ended December 31, 2013, together with independent auditors' report thereon, and unaudited Statements of Revenues and Direct Operating Expenses of the Oil and Gas Properties under Contract for Purchase by ARP Rangely Production, LLC from Merit Energy for the three months ended March 31, 2014 and 2013, are filed as Exhibit 99.1 to this Current Report on Form 8-K/A and are incorporated herein by reference.

##### **(b) Pro Forma Financial Information**

The unaudited pro forma consolidated balance sheet of ARP as of March 31, 2014, and the related pro forma consolidated statements of operations for the three months ended March 31, 2014 and the year ended December 31, 2013, are filed as Exhibit 99.2 to this Current Report on Form 8-K/A and are incorporated herein by reference.

##### **(d) Exhibits**

- 23.1 Consent of KPMG LLP
- 99.1 Statements of Revenues and Direct Operating Expenses of the Oil and Gas Properties under Contract for Purchase by ARP Rangely Production, LLC from Merit Energy for the year ended December 31, 2013, together with independent auditors' report thereon, and unaudited Statements of Revenues and Direct Operating Expenses of the Oil and Gas Properties under Contract for Purchase by ARP Rangely Production, LLC from Merit Energy for the three months ended March 31, 2014 and 2013
- 99.2 Unaudited pro forma consolidated financial statements

**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: August 7, 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

**EXHIBIT INDEX**

Exhibit No.	Description
23.1	Consent of KPMG LLP
99.1	Statements of Revenues and Direct Operating Expenses of the Oil and Gas Properties under Contract for Purchase by ARP Rangely Production, LLC from Merit Energy for the year ended December 31, 2013, together with independent auditors' report thereon, and unaudited Statements of Revenues and Direct Operating Expenses of the Oil and Gas Properties under Contract for Purchase by ARP Rangely Production, LLC from Merit Energy for the three months ended March 31, 2014 and 2013
99.2	Unaudited pro forma consolidated financial statements