

Atlas Energy Group, LLC  
Form 4  
July 02, 2015

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**COOPERMAN LEON G**

(Last) (First) (Middle)

**11431 W. PALMETTO PARK  
ROAD**

(Street)

**BOCA RATON, FL 33428**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**Atlas Energy Group, LLC [ATLS]**

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

**06/30/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

**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)	
			Code	V	Amount	(A) or (D) Price \$			
Common Units	06/30/2015		P		7,900	A 5.05 <sup>(1)</sup>	1,065,417	I	Omega Capital Partners <sup>(2)</sup>
Common Units	07/01/2015		P		12,600	A \$ 4.8 <sup>(3)</sup>	1,078,017	I	Omega Capital Partners <sup>(2)</sup>
Common Units	07/02/2015		P		12,500	A \$ 4.81 <sup>(4)</sup>	1,090,517	I	Omega Capital Partners <sup>(2)</sup>
Common Units	06/30/2015		P		6,600	A \$ 5.05	536,031	I	Omega Equity

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					(1)			Investors (5)
Common Units	07/01/2015	P	6,400	A	\$ 4.8 (3)	542,431	I	Omega Equity Investors (5)
Common Units	07/02/2015	P	6,300	A	\$ 4.81 (4)	548,731	I	Omega Equity Investors (5)
Common Units	06/30/2015	P	4,100	A	\$ 5.05 (1)	522,269	I	Omega Capital Investors (6)
Common Units	06/30/2015	P	11,400	A	\$ 5.05 (1)	1,508,243	I	Managed Accounts (7)
Common Units	07/01/2015	P	11,000	A	\$ 4.8 (3)	1,519,243	I	Managed Accounts (7)
Common Units	07/02/2015	P	11,200	A	\$ 4.81 (4)	1,530,443	I	Managed Accounts (7)
Common Units						40,860	I	Omega Overseas Partners (8)
Common Units						441,800	D	
Common Units						50,000	I	Spouse (9)
Common Units						1,500	I	Cooperman Family Fund (10)
Common Units						200,000	I	Son's Trust (11)
Common Units						63,888	I	Son (12)

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

**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.**

SEC 1474  
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene				
			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
COOPERMAN LEON G 11431 W. PALMETTO PARK ROAD BOCA RATON, FL 33428		X		

## Signatures

Alan M. Stark, Atty In Fact, POA  
on file

07/02/2015

\*\*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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.95-\$5.15, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth above.
- (2) The securities are held in the account of Omega Capital Partners, LP, a private investment entity over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.43-\$5.10, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth above.
- (4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.55-\$4.88, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth above.
- (5) The securities are held in the account of Omega Equity Investors, LP, a private investment entity over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- (6) The securities are held in the account of Omega Capital Investors, LP, a private investment entity over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

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- (7) The securities are held in Managed accounts over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

- (8) The securities are held in the account of Omega Overseas Partners Ltd, a private investment entity over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities herein shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

- (9) The securities are held in the account of Toby Cooperman over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

- (10) . The securities are held in the account of The Cooperman Family Fund for a Jewish Future, a Type 1 charitable supporting foundation, over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

- (11) The securities are held in the account of Michael S. Cooperman WRA Trust dated 11/29/10 over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

- (12) The securities are held in the account of Michael S. Cooperman over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

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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