

LEGACY RESERVES LP
Form 8-K
May 16, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): May 15, 2014

Legacy Reserves LP
(Exact name of registrant as specified in its charter)

| | | |
|---|-------------------------------------|---|
| Delaware (State or other jurisdiction of incorporation) | 1-33249 (Commission File Number) | 16-1751069 (IRS Employer Identification No.) |
| 303 W. Wall, Suite 1800 Midland, Texas (Address of principal executive offices) | | 79701 (Zip Code) |

Registrant's telephone number, including area code: (432) 689-5200

NOT APPLICABLE
(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:

- 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 5.07 Submission of Matters to a Vote of Security Holders.

Legacy Reserves LP's 2014 annual meeting of unitholders (the "Annual Meeting") was held Thursday, May 15, 2014. At the Annual Meeting, three items were submitted to unitholders for vote: (i) the election of seven nominees to serve on the board of directors of Legacy Reserves GP, LLC, our general partner (the "Board"), during 2014 and until our next annual meeting, (ii) an advisory (non-binding) vote on executive compensation and (iii) the ratification of the appointment of BDO USA, LLP as independent registered public accounting firm of Legacy Reserves LP for the fiscal year ending December 31, 2014. There were no solicitations in opposition to the Board's solicitations. Out of a total of 57,563,621 units outstanding and entitled to vote, 51,813,364 units (90.01%) were present at the meeting in person or by proxy.

Election of Directors

There were seven nominees for election to serve as directors of our general partner. Each of the nominees for election to the Board was a director of our general partner at the time of the Annual Meeting. The final results of the voting with respect to each nominee to the board were as follows:

| Nominee | For | Withheld | Broker Non-Votes |
|----------------------|------------|-----------|------------------|
| Cary D. Brown | 29,399,347 | 390,440 | 22,013,577 |
| Kyle A. McGraw | 29,442,403 | 357,384 | 22,013,577 |
| Dale A. Brown | 28,765,315 | 1,034,472 | 22,013,577 |
| G. Larry Lawrence | 29,449,859 | 349,928 | 22,013,577 |
| William D. Sullivan | 29,444,552 | 355,235 | 22,013,577 |
| William R. Granberry | 28,972,679 | 827,108 | 22,013,577 |
| Kyle D. Vann | 29,428,121 | 371,666 | 22,013,577 |

There were no votes against.

Advisory Resolution Approving Executive Compensation

The final results of the voting with respect to the advisory (non-binding) resolution approving executive compensation were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 28,008,136 | 1,422,054 | 369,597 | 22,013,577 |

Ratification of the Appointment of BDO USA, LLP as our Independent Registered Public Accounting Firm for the Fiscal Year ending December 31, 2014

The final results of the voting with respect to the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014 were as follows:

| For | Against | Abstain |
|------------|---------|---------|
| 51,436,719 | 263,580 | 113,065 |

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 hereunto duly authorized.

LEGACY RESERVES LP

By: Legacy Reserves GP, LLC,
its general partner

Date: May 16, 2014

/s/ Dan G. LeRoy
Dan G. LeRoy
Vice President, General Counsel and Secretary