

LEGACY RESERVES LP
Form 8-K
May 15, 2012

**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 9, 2012**

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
(I.R.S. Employer Identification No.)

303 W. Wall, Suite 1400
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.)

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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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

Legacy Reserves LP's 2012 annual meeting of unitholders (the *Annual Meeting*) was held Wednesday, May 9, 2012. At the Annual Meeting, two items were submitted to unitholders for vote: the election of seven nominees to serve on the board of directors of Legacy Reserves GP, LLC, our general partner (the *Board*), during 2012 and until our next annual meeting, and 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, 2012. There were no solicitations in opposition to the Board's solicitations. Out of a total of 47,920,179 units outstanding and entitled to vote, 43,484,288 units (90.74%) 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 | 22,770,989 | 150,070 | 20,563,229 |
| Kyle A. McGraw | 22,753,365 | 167,694 | 20,563,229 |
| Dale A. Brown | 22,274,472 | 646,587 | 20,563,229 |
| G. Larry Lawrence | 22,506,413 | 414,646 | 20,563,229 |
| William D. Sullivan | 22,517,568 | 403,491 | 20,563,229 |
| William R. Granberry | 22,312,734 | 608,325 | 20,563,229 |
| Kyle D. Vann | 22,514,379 | 406,680 | 20,563,229 |

There were no votes against.

Ratification of the Appointment of BDO USA, LLP as our Independent Registered Public Accounting Firm for the Fiscal Year ending December 31, 2012

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, 2012 were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 43,163,616 | 252,465 | 68,207 | 0 |

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 15, 2012

By: /s/ Dan G. LeRoy
Name: Dan G. LeRoy
Title: Vice President, General Counsel and Secretary