

LRR Energy, L.P.
Form 4
May 20, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lime Rock Resources B, L.P.

2. Issuer Name and Ticker or Trading Symbol
LRR Energy, L.P. [LRE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
274 RIVERSIDE AVENUE, 3RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2014

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

Director by Deputization

(Street)
WESTPORT, CT 06880

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common units representing limited partner interests | 05/16/2014 | | M | | 106,123 | A | 193,750 |
| | | | | | | D | |

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

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SEC 1474 (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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Subordinated units representing limited partner interests | (1) | 05/16/2014 | | M | 106,123 | (1) (2) | Common units representing limited partner interests 106 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lime Rock Resources B, L.P. 274 RIVERSIDE AVENUE 3RD FLOOR WESTPORT, CT 06880 | | | Director by Deputization | |

Signatures

/s/ Kris Agarwal, as attorney-in-fact
Date: 05/20/2014

**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) On May 16, 2014, pursuant to the terms of the First Amended and Restated Agreement of Limited Partnership (the "Partnership Agreement") of LRR Energy, L.P. (the "Partnership"), 106,123 subordinated units representing limited partner interests in the Partnership ("Subordinated Units") acquired by the Reporting Person in the Partnership's initial public offering (the "IPO") converted automatically into common units representing limited partnership interests in the Partnership ("Common Units") on a one-for-one basis for no additional consideration.
- (2) Each Subordinated Unit will convert into one Common Unit at the end of the subordination period described in the Issuer's Registration Statement on Form S-1 (No. 333-174017). The Subordinated Units do not have an expiration date.

Remarks:

The Reporting Person is controlled indirectly by Jonathan C. Farber and John T. Reynolds. An affiliate of the Reporting Person
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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