Titan Energy, LLC Form SC 13D September 12, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. n/a)*

TITAN ENERGY, LLC

(Name of Issuer)

Common Shares, representing limited liability company interests

(Title of Class of Securities)

88829M 105

(CUSIP Number)

Marisa Beeney

Stephen S. Sypherd

GSO Capital Partners LP

FS Investment Corporation II

345 Park Avenue

FS Investment Corporation III

New York, New York 10154

FS Energy and Power Fund

Tel: (212) 503-2100

201 Rouse Boulevard

Philadelphia, Pennsylvania 19112

Tel: (215) 495-1150

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)

September 1, 2016

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of the
Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the
following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 88829M 105 Page 2 of 47

1	Names	of r	eporting persons
2		he a	/ GSO Strategic Credit Fund appropriate box if a member of a group (see instructions) b) x
3	SEC us	e on	aly
4	Source	of f	unds (see instructions)
5	OO Check l	оох	if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)
6	 Citizens	ship	or place of organization
			Sole voting power
bene	ficially	8	29,318* Shared voting power
rep	ach orting erson	9	0 Sole dispositive power

29,318*

10 Shared dispositive power

11	Aggregate amount beneficially owned by each reporting person
12	29,318* Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
13	Percent of class represented by amount in Row (11)
14	0.54%* Type of reporting person (see instructions)

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported by the Form 8-K filed on August 29, 2016 by Atlas Resource Partners, L.P., as predecessor-in-name of the Issuer (the August 29, 2016 Form 8-K). The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 3 of 47

1	Names	of r	eporting persons
2	Check t	the a	gy Market Opportunities Fund LP appropriate box if a member of a group (see instructions) b) x
3	SEC us	e or	nly
4	Source	of f	funds (see instructions)
5	OO Check l	box	if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)
6	 Citizen	ship	or place of organization
	Delawanber of		Sole voting power
bene	ficially ned by	8	116,545* Shared voting power
rep	ach orting	9	0 Sole dispositive power

116,545*

10 Shared dispositive power

11	Aggregate amount beneficially owned by each reporting person
12	116,545* Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
13	Percent of class represented by amount in Row (11)
14	2.15%* Type of reporting person (see instructions)
	PN

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported by the August 29, 2016 Form 8-K. The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 4 of 47

1	Names	of r	eporting persons
2		he a	ekstone Debt Funds Management LLC appropriate box if a member of a group (see instructions) b) x
3	SEC us	e on	aly
4	Source	of f	unds (see instructions)
5	OO Check l	оох	if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)
6	 Citizens	ship	or place of organization
	Delawanber of		Sole voting power
bene	ficially ned by	8	29,318* Shared voting power
	ach orting	9	0 Sole dispositive power
ne	erson		

29,318*

10 Shared dispositive power

11	Aggregate amount beneficially owned by each reporting person
12	29,318* Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
13	Percent of class represented by amount in Row (11)
14	0.54%* Type of reporting person (see instructions)

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported by the August 29, 2016 Form 8-K. The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 5 of 47

1	Names	of r	eporting persons
2	Check t	the a	gy Market Opportunities Associates LLC appropriate box if a member of a group (see instructions) b) x
3	SEC us	e on	aly
4	Source	of f	funds (see instructions)
5	OO Check l	box	if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)
6	 Citizen	ship	or place of organization
			Sole voting power
bene	ares ficially ned by	8	116,545* Shared voting power
repo	ach orting erson	9	0 Sole dispositive power

116,545*

10 Shared dispositive power

11	Aggregate amount beneficially owned by each reporting person
12	116,545* Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
13	Percent of class represented by amount in Row (11)
14	2.15%* Type of reporting person (see instructions)

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported by the August 29, 2016 Form 8-K. The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 6 of 47

1	Names	of r	eporting persons
2		he a	al Partners LP appropriate box if a member of a group (see instructions) b) x
3	SEC use	e or	ıly
4	Source	of f	unds (see instructions)
5	OO Check b	юх	if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)
6	 Citizens	ship	or place of organization
	Delawanber of		Sole voting power
bene	ficially ned by	8	29,318* Shared voting power
e	ach		
rep	orting	9	0 Sole dispositive power

person

with

29,318*

10 Shared dispositive power

	0
11	Aggregate amount beneficially owned by each reporting person
	29,318*
12	Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
	••
13	Percent of class represented by amount in Row (11)
	0.54%*
14	Type of reporting person (see instructions)
	PN

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported by the August 29, 2016 Form 8-K. The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 7 of 47

GSO Holdings I L.L.C. 2 Check the appropriate box if a member of a group (see instructions) (a) " (b) x	
(a) (b) A	
3 SEC use only	
4 Source of funds (see instructions)	
OO 5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or	2(e)
Citizenship or place of organization	
Delaware Number of 7 Sole voting power	
shares beneficially 116,545* 8 Shared voting power owned by	
each 0 reporting 9 Sole dispositive power person	

116,545*

10 Shared dispositive power

11	Aggregate amount beneficially owned by each reporting person
12	116,545* Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
13	Percent of class represented by amount in Row (11)
14	2.15%* Type of reporting person (see instructions)

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported by the August 29, 2016 Form 8-K. The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 8 of 47

1	Names of reporting persons
2	GSO Advisor Holdings L.L.C. Check the appropriate box if a member of a group (see instructions) (a) " (b) x
3	SEC use only
4	Source of funds (see instructions)
5	OO Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)
6	Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 29,318*

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 29,318*

10 Shared dispositive power

11	Aggregate amount beneficially owned by each reporting person
12	29,318* Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
13	Percent of class represented by amount in Row (11)
14	0.54%* Type of reporting person (see instructions)

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported by the August 29, 2016 Form 8-K. The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 9 of 47

1	Names of reporting persons				
2	Blackstone Holdings I L.P. Check the appropriate box if a member of a group (see instructions) (a) " (b) x				
3	SEC us	e on	ly		
4	Source of funds (see instructions)				
5	OO Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)				
6	Citizenship or place of organization				
	Delawanber of		Sole voting power		
			20.218*		
	ficially	8	29,318* Shared voting power		
owi	ned by				
e	ach		0		
rep	orting	9	Sole dispositive power		
pe	erson				

29,318*

10 Shared dispositive power

11	Aggregate amount beneficially owned by each reporting person
12	29,318* Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
13	Percent of class represented by amount in Row (11)
14	0.54%* Type of reporting person (see instructions)

PN

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported in the August 29, 2016 Form 8-K. The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 10 of 47

1	Names of reporting persons			
2	Blackstone Holdings II L.P. Check the appropriate box if a member of a group (see instructions) (a) " (b) x			
3	SEC us	e on	ıly	
4	Source	of f	unds (see instructions)	
5	OO Check b	box	if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)	
6	Citizenship or place of organization			
	Delawanber of		Sole voting power	
	ficially ned by	8	116,545* Shared voting power	
e	ach		0	
rep	orting	9	Sole dispositive power	
pe	erson			

116,545*

10 Shared dispositive power

11	0 Aggregate amount beneficially owned by each reporting person
12	116,545* Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
13	Percent of class represented by amount in Row (11)
14	2.15%* Type of reporting person (see instructions)

PN

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported in the August 29, 2016 Form 8-K. The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 11 of 47

1	Names of reporting persons				
2	Blackstone Holdings I/II GP Inc. Check the appropriate box if a member of a group (see instructions) (a) " (b) x				
3	SEC use	e on	ly		
4	Source	of fu	ands (see instructions)		
5	OO Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)				
6	6 Citizenship or place of organization				
	Delawanber of		Sole voting power		
bene	ficially ned by	8	145,863* Shared voting power		
e	ach				
rep	orting	9	0 Sole dispositive power		
pe	erson				
v	vith		145,863*		

10 Shared dispositive power

11	O Aggregate amount beneficially owned by each reporting person
12	145,863* Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
13	Percent of class represented by amount in Row (11)
14	2.69%* Type of reporting person (see instructions)

CO

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported in the August 29, 2016 Form 8-K. The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 12 of 47

1	Names of reporting persons				
2	The Blackstone Group L.P. Check the appropriate box if a member of a group (see instructions) (a) " (b) x				
3	SEC us	e on	ıly		
4	Source	of f	unds (see instructions)		
5	OO Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)				
6	Citizenship or place of organization				
	Delawanber of		Sole voting power		
bene	ficially		145,863*		
owı	ned by	8	Shared voting power		
each					
rep	orting	9	O Sole dispositive power		
pe	erson				

145,863*

10 Shared dispositive power

11	Aggregate amount beneficially owned by each reporting person
12	145,863* Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
13	Percent of class represented by amount in Row (11)
14	2.69%* Type of reporting person (see instructions)

PN

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported in the August 29, 2016 Form 8-K. The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 13 of 47

1	Names	of r	eporting persons		
2	Blackstone Group Management L.L.C. Check the appropriate box if a member of a group (see instructions) (a) " (b) x				
3	SEC us	e on	uly		
4	Source	of f	unds (see instructions)		
5	OO Check b	оох	if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)		
6	 Citizens	ship	or place of organization		
			Sole voting power		
bene	ares ficially ned by	8	145,863* Shared voting power		
rep	ach orting erson	9	0 Sole dispositive power		

145,863*

10 Shared dispositive power

11	O Aggregate amount beneficially owned by each reporting person
12	145,863* Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
13	Percent of class represented by amount in Row (11)
14	2.69%* Type of reporting person (see instructions)

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported in the August 29, 2016 Form 8-K. The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 14 of 47

1	Names of reporting persons				
2	Bennett J. Goodman 2 Check the appropriate box if a member of a group (see instructions) (a) " (b) x				
3	SEC use	e on	ly		
4	Source of funds (see instructions)				
5	OO Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)				
6	Citizenship or place of organization				
			es of America Sole voting power		
	ficially ned by	8	0 Shared voting power		
e	ach		145,863*		
rep	orting	9	Sole dispositive power		
pe	erson				
v	vith		0		

10 Shared dispositive power

11	Aggregate amount beneficially owned by each reporting person
12	145,863* Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
13	Percent of class represented by amount in Row (11)
14	2.69%* Type of reporting person (see instructions)
	IN

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported in the August 29, 2016 Form 8-K. The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 15 of 47

1	Names of reporting persons					
2	 J. Albert Smith III Check the appropriate box if a member of a group (see instructions) (a) " (b) x 					
3	SEC use only					
4	Source of funds (see instructions)					
5	OO Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)					
6	6 Citizenship or place of organization					
			es of America Sole voting power			
	ficially ned by	8	0 Shared voting power			
repo	ach orting	9	145,863* Sole dispositive power			
	rson					
W	vith	10	O Shared dispositive power			

11	Aggregate amount beneficially owned by each reporting person
12	145,863* Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
13	Percent of class represented by amount in Row (11)
14	2.69%* Type of reporting person (see instructions)
	IN

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported in the August 29, 2016 Form 8-K. The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 16 of 47

1	Names of reporting persons					
2	Stephen A. Schwarzman Check the appropriate box if a member of a group (see instructions) (a) " (b) x					
3	SEC us	e or	nly			
4	Source of funds (see instructions)					
5	OO Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)					
6	Citizenship or place of organization					
			tes of America Sole voting power			
	ficially ned by	8	145,863* Shared voting power			
rep	ach orting erson	9	0 Sole dispositive power			
PC	13011					

145,863*

10 Shared dispositive power

11	Aggregate amount beneficially owned by each reporting person
12	145,863* Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
13	Percent of class represented by amount in Row (11)
14	2.69%* Type of reporting person (see instructions)

IN

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported in the August 29, 2016 Form 8-K. The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 17 of 47

1	Names of reporting persons				
2	FS Energy and Power Fund Check the appropriate box if a member of a group (see instructions) (a) " (b) x				
3	SEC use only				
4	Source of funds (see instructions)				
5	OO Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)				
6	Citizenship or place of organization				
			Sole voting power		
	nares				
bene	ficially	8	555,497* Shared voting power		
owi	ned by				
each					
rep	orting	9	0 Sole dispositive power		
pe	erson				

555,497*

10 Shared dispositive power

11	O Aggregate amount beneficially owned by each reporting person
12	555,497* Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
13	Percent of class represented by amount in Row (11)
14	10.26%* Type of reporting person (see instructions)

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported in the August 29, 2016 Form 8-K. The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 18 of 47

1	Names of reporting persons				
2	Foxfields Funding LLC Check the appropriate box if a member of a group (see instructions) (a) " (b) x				
3	SEC us	e on	ly		
4	Source of funds (see instructions)				
5	OO Check b	oox :	if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)		
6	 Citizens	ship	or place of organization		
	Delawanber of		Sole voting power		
bene	ficially ned by	8	87,000* Shared voting power		
rep	ach orting	9	0 Sole dispositive power		
pe	erson				

87,000*

10 Shared dispositive power

11	Aggregate amount beneficially owned by each reporting person
12	87,000* Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
13	Percent of class represented by amount in Row (11)
14	1.61%* Type of reporting person (see instructions)

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported in the August 29, 2016 Form 8-K. The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 19 of 47

1	Names of reporting persons			
2	FS Investment Corporation II Check the appropriate box if a member of a group (see instructions) (a) " (b) x			
3	SEC use only			
4	Source of funds (see instructions)			
5	OO Check b	oox :	if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)	
6	 Citizens	ship	or place of organization	
	Marylar aber of		Sole voting power	
bene	ficially ned by	8	200,040* Shared voting power	
each reporting		9	0 Sole dispositive power	
person				

200,040*

10 Shared dispositive power

11	O Aggregate amount beneficially owned by each reporting person
12	200,040* Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)
13	Percent of class represented by amount in Row (11)
14	3.69%* Type of reporting person (see instructions)

CO

^{*} Based on 5,416,667 Common Shares outstanding as of September 1, 2016, as reported in the August 29, 2016 Form 8-K. The Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 974,139 Common Shares, representing 17.98% of the Common Shares outstanding as of September 1, 2016.

CUSIP No. 88829M 105 Page 20 of 47

1 Names of reporting persons

Cobbs Creek LLC

- 2 Check the appropriate box if a member of a group (see instructions)
 - (a) " (b) x