

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
GSO Capital Partners LP
345 Park Avenue
New York, New York 10154
Tel: (212) 503-2100

Stephen S. Sypherd
FS Investment Corporation II
FS Investment Corporation III
FS Energy and Power Fund
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 this 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).

1 Names of reporting persons

Blackstone / GSO Strategic Credit Fund

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

..

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

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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)

OO

* 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.

1 Names of reporting persons

GSO Energy Market Opportunities Fund LP

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

..

6 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

with 116,545*

10 Shared dispositive power

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0

11 Aggregate amount beneficially owned by each reporting person

116,545*

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)

2.15%*

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.

1 Names of reporting persons

GSO / Blackstone Debt Funds Management LLC

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

..

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

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29,318*

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13 Percent of class represented by amount in Row (11)

0.54%*

14 Type of reporting person (see instructions)

OO

* 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.

1 Names of reporting persons

GSO Energy Market Opportunities Associates LLC

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

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6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

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8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 116,545*

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

116,545*

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13 Percent of class represented by amount in Row (11)

2.15%*

14 Type of reporting person (see instructions)

OO

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1 Names of reporting persons

GSO Capital Partners LP

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

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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

0

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0.54%*

14 Type of reporting person (see instructions)

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1 Names of reporting persons

GSO Holdings I L.L.C.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

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Delaware

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8 Shared voting power

owned by

each

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reporting 9 Sole dispositive power

person

with 116,545*

10 Shared dispositive power

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11 Aggregate amount beneficially owned by each reporting person

116,545*

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

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13 Percent of class represented by amount in Row (11)

2.15%*

14 Type of reporting person (see instructions)

OO

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1 Names of reporting persons

GSO Advisor Holdings L.L.C.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 29,318*

8 Shared voting power

owned by

each

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reporting 9 Sole dispositive power

person

with 29,318*

10 Shared dispositive power

Edgar Filing: Titan Energy, LLC - Form SC 13D

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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)

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13 Percent of class represented by amount in Row (11)

0.54%*

14 Type of reporting person (see instructions)

OO

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1 Names of reporting persons

Blackstone Holdings I L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

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owned by

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reporting 9 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)

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13 Percent of class represented by amount in Row (11)

0.54%*

14 Type of reporting person (see instructions)

PN

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1 Names of reporting persons

Blackstone Holdings II L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

..

6 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

with 116,545*

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

116,545*

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)

2.15%*

14 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.

1 Names of reporting persons

Blackstone Holdings I/II GP Inc.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 145,863*

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 145,863*

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

145,863*

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)

2.69%*

14 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.

1 Names of reporting persons

The Blackstone Group L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 145,863*

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 145,863*

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

145,863*

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)

2.69%*

14 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.

1 Names of reporting persons

Blackstone Group Management L.L.C.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 145,863*

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 145,863*

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

145,863*

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)

2.69%*

14 Type of reporting person (see instructions)

OO

* 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.

1 Names of reporting persons

Bennett J. Goodman

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

..

6 Citizenship or place of organization

United States of America

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 145,863*
Sole dispositive power

person

with 0

10 Shared dispositive power

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145,863*

11 Aggregate amount beneficially owned by each reporting person

145,863*

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)

2.69%*

14 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.

1 Names of reporting persons

J. Albert Smith III

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

..

6 Citizenship or place of organization

United States of America

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

145,863*

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

Edgar Filing: Titan Energy, LLC - Form SC 13D

145,863*

11 Aggregate amount beneficially owned by each reporting person

145,863*

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)

2.69%*

14 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.

1 Names of reporting persons

Stephen A. Schwarzman

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

..

6 Citizenship or place of organization

United States of America

Number of 7 Sole voting power

shares

beneficially 145,863*

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 145,863*

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

145,863*

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)

2.69%*

14 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.

1 Names of reporting persons

FS Energy and Power Fund

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 555,497*

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 555,497*

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

555,497*

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)

10.26%*

14 Type of reporting person (see instructions)

OO

* 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.

1 Names of reporting persons

Foxfields Funding LLC

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 87,000*

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 87,000*

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

87,000*

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)

1.61%*

14 Type of reporting person (see instructions)

OO

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1 Names of reporting persons

FS Investment Corporation II

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

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)

..

6 Citizenship or place of organization

Maryland

Number of 7 Sole voting power

shares

beneficially 200,040*

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 200,040*

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

200,040*

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)

3.69%*

14 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.

1 Names of reporting persons

Cobbs Creek LLC

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3