

LINN ENERGY, INC.  
Form SC TO-I/A  
January 08, 2018

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

**SCHEDULE TO**  
**(Amendment No. 2)**  
**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**

**LINN ENERGY, INC.**  
**(Name of Subject Company (Issuer) and Filing Person (Offeror))**

**Class A Common Stock, \$0.001 par value**  
**(Title of Class of Securities)**

**53601P205**

**53601P304**

**(CUSIP Number of Class of Securities)**

**Candice J. Wells**  
**Senior Vice President, General Counsel**  
**and Corporate Secretary**

**Linn Energy, Inc.**

**600 Travis St.**

**Houston, Texas 77002**

**(281) 840-4000**

**(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)**

*Copy to:*

**Julian J. Seiguer**

**Wayne E. Williams**

**Kirkland & Ellis LLP**

**609 Main Street, Suite 4500**

**Houston, TX 77002**

**(713) 836-3600**

**CALCULATION OF FILING FEE**

**Transaction valuation(1)**

\$324,999,984

**Amount of filing fee(2)**

\$40,462.50

- (1) The transaction valuation is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase up to 6,770,833 shares of Class A common stock, par value \$0.001 per share, at the offer price of \$48.00 per share.
- (2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$124.50 per \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$40,462.50  
Form or Registration No.: Schedule TO

Filing Party: Linn Energy, Inc.  
Date Filed: December 20, 2017

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Check the box if filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

This Amendment No. 2 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the Commission) on December 20, 2017 (as amended by Amendment No. 1 filed with the Commission on January 8, 2018, the Schedule TO) relating to the offer by Linn Energy, Inc., a Delaware corporation (Linn or the Company), to purchase for cash shares of its Class A common stock, par value \$0.001 per share (the Shares), at a fixed price per Share, upon the terms and subject to the conditions described in the Offer to Purchase, dated December 20, 2017, as amended by Amendment No. 1 (the Offer to Purchase), a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO, and in the related Letter of Transmittal, as amended by Amendment No. 1 (the Letter of Transmittal) and, together with the Offer to Purchase, as they may be amended or supplemented from time to time, the Tender Offer), a copy of which was filed as Exhibit (a)(1)(B) to the Schedule TO.

The purpose of this Amendment is to amend and supplement the terms of the Tender Offer to disclose the number of Shares that have been tendered and not withdrawn as of 11:59 p.m., New York City time, on Friday, January 5, 2018. Only those items amended are reported in this Amendment. Except as specifically provided herein, the information contained in this Schedule TO, the Offer to Purchase and the Letter of Transmittal remains unchanged. This Amendment should be read with the Schedule TO, the Offer to Purchase and the Letter of Transmittal.

**Item 11. Additional Information.**

The information set forth in the Offer to Purchase is hereby amended and supplemented by adding the following language thereto:

The depositary for the Tender Offer has informed us that, as of 11:59 p.m., New York City time, on Friday, January 5, 2018, an aggregate of 78,824 Shares have been tendered and not withdrawn.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**LINN ENERGY, INC.**

By: /s/ Candice J. Wells

Name: Candice J. Wells

Title: Senior Vice President, General  
Counsel and Corporate Secretary

Date: January 8, 2018