

Baines Creek Capital, LLC  
 Form 4  
 March 13, 2018

**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 \*  
 Baines Creek Capital, LLC

2. Issuer Name and Ticker or Trading Symbol  
 LEGACY RESERVES LP [LGCY]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 11940 JOLLYVILLE, SUITE 210-S  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/09/2018

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

AUSTIN, TX 78759

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common<br><u>(1)</u> <u>(2)</u> | 03/09/2018                           |  | P                              | V<br>79,605<br><u>(3)</u>   | A<br>\$ 12,366,962<br>4.11 <u>(4)</u>   | D  |                                   |
| Common<br><u>(1)</u> <u>(2)</u> | 03/12/2018                           |  | P                              | V<br>100,000<br><u>(5)</u>  | A<br>\$ 12,466,962<br>4.07 <u>(6)</u>   | D  |                                   |
| Common<br><u>(1)</u> <u>(2)</u> | 03/13/2018                           |  | P                              | V<br>95,290<br><u>(7)</u>   | A<br>\$ 12,562,252<br>3.99 <u>(8)</u>   | D  |                                   |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Baines Creek Capital, LLC<br>11940 JOLLYVILLE<br>SUITE 210-S<br>AUSTIN, TX 78759 |               | X         |         |       |

## Signatures

/s/ Brian Williams 03/13/2018

\*\*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) This Form 4 is being jointly filed by Baines Creek Partners, L.P., a Delaware limited partnership (BCP), Baines Creek Special Purpose Partners, L.P., a Delaware limited partnership (BCSPP), Kevin Tracy, a United States citizen (KT), Jeremy Carter a United States citizen (JC), James Schumacher, a United States citizen (JS), and Brian Williams a United States citizen (BW). The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons.

(2) Baines Creek GP the general partner of BCP and BCSPP has the power to direct the affairs of BCP and BCSPP, including the voting and disposition of shares. As the discretionary investment manager of these Funds and certain other accounts, Baines Creek Capital has power to direct the voting and disposition of shares held by these Funds and such accounts. Messrs. Tracy, Carter, Schumacher and Williams are affiliated persons of Baines Creek Capital and in this capacity direct the operations of BCP and BCSPP and the voting and disposition of shares held by these Funds and separate client accounts managed by Baines Creek Capital. Baines Creek Capital and Messrs. Tracy, Carter, Schumacher and Williams may also be deemed to beneficially own indirect pecuniary interest as the result of performance-based fees and profit allocations. Each of Baines Creek Capital and Messrs. Tracy, Carter, Schumacher and Williams disclaims such beneficial ownership except to the extent ultimately realized.

(3) The aggregate number of shares of common stock purchased on March 9, 2018 was 79,605 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 0 shares; BCSPP = 79,605 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.

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(4) 12,366,962 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 6,500,000 shares directly owned by it; BCSPP = 5,240,077 shares directly owned by it; KT = 6,510 shares directly owned by him; JC = 142,317 shares directly owned by him; JS = 4,686 shares directly owned by him, and BW = 473,372 shares directly owned by him.

(5) The aggregate number of shares of common stock purchased on March 12, 2018 was 100,000 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 0 shares; BCSPP = 100,000 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.

(6) 12,466,962 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 6,500,000 shares directly owned by it; BCSPP = 5,340,077 shares directly owned by it; KT = 6,510 shares directly owned by him; JC = 142,317 shares directly owned by him; JS = 4,686 shares directly owned by him, and BW = 473,372 shares directly owned by him.

(7) The aggregate number of shares of common stock purchased on March 13, 2018 was 95,290 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 0 shares; BCSPP = 95,290 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.

(8) 12,562,252 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 6,500,000 shares directly owned by it; BCSPP = 5,435,367 shares directly owned by it; KT = 6,510 shares directly owned by him; JC = 142,317 shares directly owned by him; JS = 4,686 shares directly owned by him, and BW = 473,372 shares directly owned by him.

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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