Constellation Energy Partners LLC Form 8-K September 30, 2008

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# FORM 8-K

#### **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event report): September 30, 2008

# **Constellation Energy Partners LLC**

(Exact name of registrant as specified in its charter)

**Delaware** (State or other jurisdiction

001-33147 (Commission File Number) 11-3742489 (IRS Employer

of incorporation)

**Identification No.)** 

100 Constellation Way

21202

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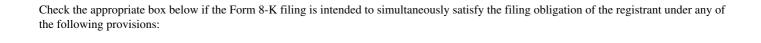
Baltimore, MD (Address of principal executive offices)

(Zip Code)

Registrant s telephone number, including area code: (410) 468-3500

## Not applicable

(Former name or former address, if changed since last report.)



- " Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- " Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- " Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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#### Item 8.01 Other Events.

On September 30, 2008, Constellation Energy Partners LLC (the Company) issued a press release relating to an announcement that it has retained a financial advisor to assist in a review of the Company s strategic alternatives to enhance unitholder value. Tudor, Pickering, Holt & Co. Securities, Inc. has been engaged to provide independent advice to the management team and the Board of Managers. At this time, the Company s Board of Managers has not determined to pursue any particular alternative. The Company does not intend to disclose developments with respect to this review unless and until the Board of Managers has approved a course of action.

A copy of the Company s press release is filed as Exhibit 99.1 hereto and incorporated by reference into this Item 8.01 Other Events.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

**Exhibit** 

Number Description

99.1 Press Release dated September 30, 2008

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#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

## CONSTELLATION ENERGY PARTNERS LLC

Date: September 30, 2008 By: /s/ Charles Ward

Charles Ward

Chief Financial Officer