

Baines Creek Capital, LLC
Form 4
February 01, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
01/30/2018

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

AUSTIN, TX 78759

(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 Indirect Beneficial Ownership (Instr. 4)
Common (1) (2)	01/30/2018		P	Amount (3) 75,000 or (D) A Price \$ 2.38	8,845,146 (4)	D	
Common (1) (2)	01/31/2018		P	Amount (5) 200,000 or (D) A Price \$ 2.4	9,045,146 (6)	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Baines Creek Capital, LLC - Form 4

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. F Der Sec (Ins
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option Contract (right to buy) ⁽¹⁾ <u>(2)</u>	\$ 5	01/30/2018		P	200 <u>(7)</u>	01/30/2018 09/21/2018	Common	20,000

Reporting Owners

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

Signatures

/S/ Brian Williams 02/01/2018

 **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)

Edgar Filing: Baines Creek Capital, LLC - Form 4

The aggregate number of shares of common stock purchased on January 30, 2018 was 75,000 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 75,000 shares; BCSPP = 0 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.

- (4) 8,845,146 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 5,176,759 shares directly owned by it; BCSPP = 3,195,420 shares directly owned by it; KT = 4,035 shares directly owned by him; JC = 115,311 shares directly owned by him; JS = 3,481 shares directly owned by him, and BW = 350,140 shares directly owned by him.

- (5) The aggregate number of shares of common stock purchased on January 31, 2018 was 200,000 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 200,000 shares; BCSPP = 0 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.

- (6) 9,045,146 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 5,376,759 shares directly owned by it; BCSPP = 3,195,420 shares directly owned by it; KT = 4,035 shares directly owned by him; JC = 115,311 shares directly owned by him; JS = 3,481 shares directly owned by him, and BW = 350,140 shares directly owned by him.

- (7) The aggregate number of Option Contracts (right to buy) purchased on January 30, 2018 was 200 contracts and such contracts were purchased by the Reporting Persons in the following amounts: BCP = 200 contracts; BCSPP = 0 contracts; KT = 0 contracts; JC = 0 contracts; JS = 0 contracts; and BW = 0 contracts.

- (8) 200 Option Contracts (right to buy) is the aggregate number of contracts owned by the Reporting Persons and is owned as follows: BCP = 200 contracts directly owned by it; BCSPP = 0 contracts directly owned by it; KT = 0 contracts directly owned by him; JC = 0 contracts directly owned by him; JS = 0 contracts directly owned by him; and BW = 0 contracts 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.