

LINN ENERGY, LLC  
Form 8-K  
September 26, 2016

**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 reported): September 26, 2016 (September 23, 2016)**

**LINN ENERGY, LLC**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**000-51719**  
**(Commission**  
**File Number)**

**65-1177591**  
**(I.R.S. Employer**  
**Identification No.)**

**600 Travis, Suite 5100**

**Houston, Texas**  
**(Address of principal executive offices)**

**(281) 840-4000**

**77002**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ..  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 1.01 Entry into a Material Definitive Agreement.**

*Second Amendment to Restructuring Support Agreement*

On May 11, 2016 (the *Petition Date* ), Linn Energy, LLC (the *Company* ), LinnCo, LLC, an affiliate of the Company ( *LinnCo* ), certain of the Company's direct and indirect subsidiaries (collectively with the Company, the *LINN Debtors* ), and Berry Petroleum Company, LLC ( *Berry* and, collectively with the *LINN Debtors* and *LinnCo*, the *Debtors* ), filed voluntary petitions (the *Bankruptcy Petitions* ) for reorganization under Chapter 11 of the United States Bankruptcy Code (the *Bankruptcy Code* ) in the United States Bankruptcy Court for the Southern District of Texas (the *Court* ). The Debtors' Chapter 11 cases are being administered jointly under the caption *In re Linn Energy, LLC, et al.*, Case No. 16-60040 (the *Chapter 11 Cases* ).

Prior to the filing of the *Bankruptcy Petitions*, on May 10, 2016, the *Debtors* entered into a restructuring support agreement (the *Restructuring Support Agreement* ) with certain holders (the *Consenting Creditors* ) collectively holding or controlling at least 66.67% by aggregate outstanding principal amounts under (i) the Company's Sixth Amended and Restated Credit Agreement, dated as of April 24, 2013 and (ii) *Berry's* Second Amended and Restated Credit Agreement, dated as of November 15, 2010.

The *Restructuring Support Agreement* sets forth, subject to certain conditions, the commitment of the *Debtors* and the *Consenting Creditors* to support a comprehensive restructuring of the *Debtors'* long-term debt, which will be effectuated through one or more plans of reorganization (the *Plan* ) to be filed in the *Chapter 11 Cases*.

On September 23, 2016, the *Debtors* and certain of the *Consenting Creditors* entered into the Second Amendment to *Restructuring Support Agreement* (the *Second Amendment* ), which extended the date by which the *Plan* (or *Plans*, if separate), the *Plan Solicitation Materials* (as defined in the *Restructuring Support Agreement*) for the *Plan* (or *Plans*, if separate), and the motion or motions to approve the *Disclosure Statement* (or *Disclosure Statements*, if separate, and as defined in the *Restructuring Support Agreement*) must be filed with the *Court* from 135 days to 149 days following the *Petition Date*.

The foregoing description of the *Second Amendment* is only a summary, does not purport to be complete and is qualified in its entirety by reference to the *Second Amendment* attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

*Third Amendment to Settlement Agreement*

As previously reported, on April 4, 2016, the Company, Linn Energy Finance Corp. (together with the Company, the *Issuers* ), and all of the Company's material subsidiaries, other than *Berry* (collectively, the *Guarantors* ), entered into a settlement agreement (as amended, the *Settlement Agreement* ) with certain holders (the *Settling Holders* ) of the *Issuers'* \$1.0 billion of outstanding 12% Senior Secured Second Lien Notes due 2020 (the *Notes* ) and Delaware Trust Company, as successor trustee (the *Trustee* ) and collateral trustee (the *Collateral Trustee* ). The *Settlement Agreement* was executed by the *Settling Holders*, which collectively held more than two-thirds of the outstanding principal amount of the *Notes*.

The *Settlement Agreement* provided that the *Trustee*, *Collateral Trustee* and *Settling Holders* would retain the right to assert certain claims and defenses in the event that the *Alternative Settlement Agreement Order* (as defined in the *Settlement Agreement*) was not entered by the *Court* on or before December 8, 2016 (the *Alternative Settlement Agreement Order Date* ).

On September 23, 2016, the *Issuers*, *Guarantors*, *Trustee*, *Collateral Trustee* and *Settling Holders* collectively holding more than two-thirds of the outstanding principal amount of the *Notes* entered into a *Third Amendment to Settlement Agreement* (the *Third Amendment* ). The *Third Amendment* extends the *Alternative Settlement Agreement Order Date*

to January 16, 2017, and additionally provides that the Trustee, Collateral Trustee and Settling Holders would also retain the right to assert those certain claims and defenses if the motion to approve the Alternative Settlement Agreement Order is not filed by October 7, 2016.

The foregoing description of the Third Amendment is only a summary, does not purport to be complete and is qualified in its entirety by reference to the Third Amendment attached as Exhibit 10.2 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 10.1           | Second Amendment to Restructuring Support Agreement, dated as of September 23, 2016, by and among the Debtors and the supporting parties thereto.                |
| 10.2           | Third Amendment to Settlement Agreement, dated as of September 23, 2016, by and among the Issuers, the Guarantors, the Trustee and the Settling Holders thereto. |

**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.

**LINN ENERGY, LLC**

September 26, 2016

By: */s/ Candice J. Wells*  
Candice J. Wells  
Senior Vice President, General Counsel and  
Corporate Secretary

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description of Exhibit**

- |      |  |
|------|--|
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