

LEGACY RESERVES L P  
Form 8-K  
September 21, 2007

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**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 17, 2007**

**Legacy Reserves LP**

(Exact name of registrant as specified in its charter)

|   |   |   |
|---|---|---|
| <b>Delaware</b><br>(State or other<br>jurisdiction of<br>incorporation) | <b>1-33249</b><br>(Commission<br>File Number) | <b>16-1751069</b><br>(IRS Employer<br>Identification No.) |
|---|---|---|

**303 W. Wall, Suite 1400**  
**Midland, Texas**  
(Address of principal executive offices)

**79701**  
(Zip Code)

Registrant's telephone number, including area code: **(432) 689-5200**

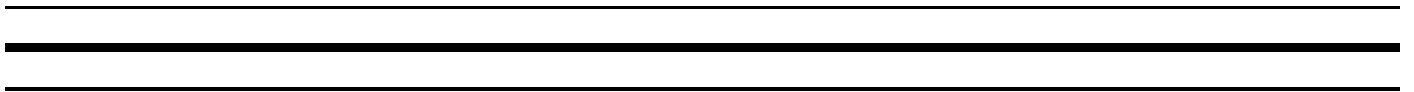
**NOT APPLICABLE**

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

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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:

- 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))



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

In anticipation of the closing of previously announced acquisitions of oil and natural gas producing properties in the Texas Panhandle and Permian Basin (the "Acquisitions"), Legacy Reserves LP ("Legacy") received a waiver from the lenders under its revolving credit facility allowing Legacy to hedge in excess of 85% of the reasonably anticipated production from proved producing properties currently owned by Legacy. This waiver will be in effect until the earlier of closing of the Acquisitions, and December 31, 2007.

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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.

**LEGACY RESERVES LP**

**By: Legacy Reserves GP, LLC, its general partner**

Date: September 21, 2007

By: /s/ Steven H. Pruett  
Steven H. Pruett  
President, Chief Financial Officer  
and Secretary