

Baines Creek Capital, LLC
 Form 4
 February 06, 2018

FORM 4

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

OMB APPROVAL

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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)
 02/02/2018

____ 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)
			Code	V	Amount (A) or (D) Price		
Common (1) (2)	02/02/2018		P		150,000 (3) \$ 2.28	9,195,146 (4)	D
Common (1) (2)	02/05/2018		P		161,000 (5) \$ 2.24	9,356,146 (6)	D
Common (1) (2)	02/06/2018		P		215,000 (7) \$ 2.29	9,571,146 (8)	D

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

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 (9-02)

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(4) 9,195,146 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 5,397,759 shares directly owned by it; BCSPP = 3,324,420 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 February 5, 2018 was 161,000 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 31,241 shares; BCSPP = 129,759 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.

(6) 9,356,146 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 5,429,000 shares directly owned by it; BCSPP = 3,454,179 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 shares of common stock purchased on February 6, 2018 was 215,000 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 102,703 shares; BCSPP = 112,297 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.

(8) 9,571,146 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 5,531,703 shares directly owned by it; BCSPP = 3,566,476 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.

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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