

Baines Creek Capital, LLC
 Form 4
 February 09, 2018

FORM 4

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

OMB APPROVAL

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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

(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)
 02/07/2018

____ 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 or Price		
Common <u>(1)</u> <u>(2)</u>	02/07/2018		P		130,000 <u>(3)</u>	A	\$ 2.3 9,701,146 <u>(4)</u> D
Common <u>(1)</u> <u>(2)</u>	02/08/2018		P		75,000 <u>(5)</u>	A	\$ 2.22 9,776,146 <u>(6)</u> D
Common <u>(1)</u> <u>(2)</u>	02/09/2018		P		135,080 <u>(7)</u>	A	\$ 2.13 9,911,226 <u>(8)</u> 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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. Amount or Number of Shares
Option Contract (right to buy) ⁽¹⁾ ₍₂₎	\$ 5	02/07/2018		P	300 <u>(9)</u>	02/07/2018 09/21/2018	Common	30,000
Option Contract (right to buy) ⁽¹⁾ ₍₂₎	\$ 5	02/09/2018		P	654 <u>(11)</u>	02/09/2018 09/21/2018	Common	65,400

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 02/09/2018

 **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.

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- 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.
- (2) The aggregate number of shares of common stock purchased on February 07, 2018 was 130,000 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 83,931 shares; BCSPP = 46,069 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.
- (3) 9,701,146 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 5,615,634 shares directly owned by it; BCSPP = 3,612,545 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.
- (4) The aggregate number of shares of common stock purchased on February 08, 2018 was 75,000 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 12,979 shares; BCSPP = 62,021 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.
- (5) 9,776,146 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 5,628,613 shares directly owned by it; BCSPP = 3,674,566 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.
- (6) The aggregate number of shares of common stock purchased on February 09, 2018 was 135,080 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 64,759 shares; BCSPP = 70,321 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.
- (7) 9,911,226 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 5,693,372 shares directly owned by it; BCSPP = 3,744,887 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.
- (8) The aggregate number of Option Contracts (right to buy) purchased on February 07, 2018 was 300 contracts and such contracts were purchased by the Reporting Persons in the following amounts: BCP = 300 contracts; BCSPP = 0 contracts; KT = 0 contracts; JC = 0 contracts; JS = 0 contracts; and BW = 0 contracts.
- (9) 500 Option Contracts (right to buy) is the aggregate number of contracts owned by the Reporting Persons and is owned as follows: BCP = 500 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.
- (10) The aggregate number of Option Contracts (right to buy) purchased on February 09, 2018 was 654 contracts and such contracts were purchased by the Reporting Persons in the following amounts: BCP = 654 contracts; BCSPP = 0 contracts; KT = 0 contracts; JC = 0 contracts; JS = 0 contracts; and BW = 0 contracts.
- (11) 1,154 Option Contracts (right to buy) is the aggregate number of contracts owned by the Reporting Persons and is owned as follows: BCP = 1,154 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.
- (12)

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.