Baines Creek Capital, LLC Form 4 April 17, 2018

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

3235-0287 Number:

Check this box if no longer subject to

Washington, D.C. 20549

January 31, Expires: 2005

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Baines Creek Capital, LLC			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			LEGACY RESERVES LP [LGCY]	(Check all	l applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director	X 10% Owner	
11940 JOLL	YVILLE, S	SUITE 210-S	04/13/2018	Officer (give title below)	Other (specify below)	
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/	Group Filing(Check	
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One I	1 0	
AUSTIN, TX	X 78759			Form filed by More Person	than One Reporting	

(City)	(State)	(Zıp) Tabl	le I - Non-I	Derivative So	ecuriti	ies Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.	4. Securitie			5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if		on(A) or Disp		` ′	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)		Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common (1) (2)	04/13/2018		P	103,930 (3)	A	\$ 5.12	13,745,756 (4)	D	
Common (1) (2)	04/16/2018		P	15,885 (5)	A	\$ 5.4	13,761,641 (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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Α.			
									mount		
						Date	Expiration	or			
						Exercisable	Date		umber		
								of			
				Code V	(A) (D)			Sł	hares		

Reporting Owners

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

Signatures

/s/ Brian
Williams

**Signature of Reporting Person

O4/17/2018

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).
- 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.
- 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.
- The aggregate number of shares of common stock purchased on April 13, 2018 was 103,930 shares and such shares were purchased by (3) the Reporting Persons in the following amounts: BCP = 65,602 shares; BCSPP = 38,328 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.
- (4) 13,745,756 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 6,985,873 shares directly owned by it; BCSPP = 6,132,998 shares directly owned by it; KT = 6,510 shares directly owned

Reporting Owners 2

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by him; JC = 142,317 shares directly owned by him; JS = 4,686 shares directly owned by him, and BW = 473,372 shares directly owned by him.

- The aggregate number of shares of common stock purchased on April 16, 2018 was 15,885 shares and such shares were purchased by the (5) Reporting Persons in the following amounts: BCP = 0 shares; BCSPP = 15,885 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.
- 13,761,641 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 6,985,873 shares directly owned by it; BCSPP = 6,148,883 shares directly owned by it; KT = 6,510 shares directly owned by him; JC = 142,317 shares directly owned by him; JS = 4,686 shares directly owned by him, and BW = 473,372 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. 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.