

Baines Creek Capital, LLC
Form 4
February 20, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Baines Creek Capital, LLC

(Last) (First) (Middle)

11940 JOLLYVILLE, SUITE 210-S

(Street)

AUSTIN, TX 78759

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

LEGACY RESERVES LP [LGCY]

3. Date of Earliest Transaction
(Month/Day/Year)

02/15/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Common (1) (2)	02/15/2018		P	Amount (3) 93,302 or (D) A Price \$ 2.26	10,378,634 (4)	D	
Common (1) (2)	02/16/2018		P	Amount (5) 173,306 or (D) A Price \$ 2.3	10,551,940 (6)	D	
Common (1) (2)	02/20/2018		P	Amount (7) 191,264 or (D) A Price \$ 2.47	10,743,204 (8)	D	

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

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 02/20/2018

__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.

(2) 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.

(3) The aggregate number of shares of common stock purchased on February 15, 2018 was 93,302 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 45,000 shares; BCSPP = 48,302 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.

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(4) 10,378,634 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 5,770,672 shares directly owned by it; BCSPP = 4,134,995 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 16, 2018 was 173,306 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 155,777 shares; BCSPP = 0 shares; KT = 0 shares; JC = 17,529 shares; JS = 0 shares, and BW = 0 shares.

(6) 10,551,940 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 5,926,449 shares directly owned by it; BCSPP = 4,134,995 shares directly owned by it; KT = 4,035 shares directly owned by him; JC = 132,840 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 20, 2018 was 191,264 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 182,512 shares; BCSPP = 0 shares; KT = 0 shares; JC = 8,752 shares; JS = 0 shares, and BW = 0 shares.

(8) 10,743,204 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 6,108,961 shares directly owned by it; BCSPP = 4,134,995 shares directly owned by it; KT = 4,035 shares directly owned by him; JC = 141,592 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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