

Atlas Resource Partners, L.P.
Form 8-K
November 27, 2012

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): November 20, 2012

Atlas Resource Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
or incorporation)

1-35317
(Commission
File Number)

45-3591625
(IRS Employer
Identification No.)

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Park Place Corporate Center One

1000 Commerce Drive, Suite 400

Pittsburgh, PA

(Address of principal executive offices)

Registrant's telephone number, including area code: 800-251-0171

15275

(Zip Code)

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

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

On November 20, 2012, Atlas Resource Partners, L.P. (the Partnership) entered into an underwriting agreement (the Underwriting Agreement) with Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets, Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and RBC Capital Markets, LLC, as representatives of the several underwriters named therein (collectively, the Underwriters), to issue and sell up to 8,740,000 common units representing limited partner interests of the Partnership (the Units), including up to 1,140,000 Units to cover the Underwriters option, at a public offering price of \$23.01 per unit in an underwritten public offering (the Offering). Assuming no exercise of the Underwriters option, the net proceeds of the Offering, after underwriting discounts and estimated expenses, will be approximately \$167.7 million.

The Underwriting Agreement contains customary representations, warranties and covenants among the parties as of the date of entering into such Underwriting Agreement; these representations, warranties and covenants are not factual information to investors about the Partnership. The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference. The description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit.

The Units were registered under the Securities Act of 1933, as amended, pursuant to a shelf registration statement on Form S-3 (Registration No. 333-180477) declared effective by the Securities and Exchange Commission on April 13, 2012 (the Registration Statement). The Offering is being made under the prospectus supplement dated November 20, 2012 (Prospectus Supplement), and the accompanying prospectus dated April 13, 2012, constituting a part of the Registration Statement.

Item 8.01 Other Events

On November 21, 2012, the Partnership filed with the Securities and Exchange Commission the Prospectus Supplement to the base prospectus contained in the Partnership s Registration Statement. Exhibits 1.1, 5.1, 8.1, 23.1 and 23.2 attached to this Current Report on Form 8-K are incorporated by reference in their entirety into the Prospectus Supplement and Registration Statement.

Item 9.01 Financial Statements and Exhibits

(d) The following exhibits are included with this report:

Exhibit

| No. | Exhibit Description |
|------|--|
| 1.1 | Underwriting Agreement, dated November 20, 2012, among Atlas Resource Partners, L.P., Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets, Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and RBC Capital Markets, LLC, as representatives of the several underwriters. |
| 5.1 | Opinion of Ledgewood, P.C. |
| 8.1 | Opinion of Ledgewood, P.C. as to certain tax matters. |
| 23.1 | Consent of Ledgewood, P.C. (included in Exhibit 5.1). |
| 23.2 | Consent of Ledgewood, P.C. (included in Exhibit 8.1). |

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.

Atlas Resource Partners, L.P.

By: Atlas Resource Partners GP, LLC, its general partner

Date: November 27, 2012

Name: /s/ Sean P. McGrath
 Sean P. McGrath
Title: **Chief Financial Officer**