

Baines Creek Capital, LLC
 Form 4
 February 14, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
 02/12/2018

____ 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 <u>(1)</u> <u>(2)</u> | 02/12/2018 | | P | | 200,000 <u>(3)</u> A \$ 2.3 | 10,111,226 <u>(4)</u> | D |
| Common <u>(1)</u> <u>(2)</u> | 02/13/2018 | | P | | 79,106 <u>(5)</u> A \$ 2.3 | 10,190,332 <u>(6)</u> | D |
| Common <u>(1)</u> <u>(2)</u> | 02/14/2018 | | P | | 95,000 <u>(7)</u> A \$ 2.34 | 10,285,332 <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. Price of Derivative Security (Instr. 5) | 9. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | 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 02/14/2018

**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 12, 2018 was 200,000 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 32,300 shares; BCSPP = 167,700 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.

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(4) 10,111,226 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 5,725,672 shares directly owned by it; BCSPP = 3,912,587 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 13, 2018 was 79,106 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 0 shares; BCSPP = 79,106 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.

(6) 10,190,332 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 5,725,672 shares directly owned by it; BCSPP = 3,991,693 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 14, 2018 was 95,000 shares and such shares were purchased by the Reporting Persons in the following amounts: BCP = 0 shares; BCSPP = 95,000 shares; KT = 0 shares; JC = 0 shares; JS = 0 shares, and BW = 0 shares.

(8) 10,285,332 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: BCP = 5,725,672 shares directly owned by it; BCSPP = 4,086,693 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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