

Atlas Resource Partners, L.P.  
Form 8-K  
May 31, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): May 30, 2013**

**Atlas Resource Partners, L.P.**

(Exact name of registrant as specified in its chapter)

**Delaware**  
(State or other jurisdiction  
of 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)

**15275**  
(Zip Code)

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

(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 (see General Instruction A.2. below):

- .. 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 May 30, 2013, Atlas Resource Partners, L.P. (the Partnership ) entered into an amendment (the Fifth Amendment ) to its senior secured revolving credit facility (the Credit Facility ). Among other things, the Fifth Amendment:

increased the borrowing base from \$368.75 million to \$430.0 million;

effected a modification in the applicable margin used to calculate interest under the Credit Facility to between 1.75% and 3.00% for Eurodollar loans and between 0.75% and 2.00% for base rate loans;

amended the financial covenants to require that the Partnership 's ratio of Total Funded Debt (as defined in the credit agreement) to four quarters of EBITDA (as defined in the credit agreement) not be greater than 4.25 to 1.00 as of the last day of fiscal quarters ending on or before December 31, 2013, and 4.00 to 1.00 as of the last day of fiscal quarters ending after that date; and

removed the interest coverage ratio covenant.

The Fifth Amendment also increased limits under the restricted payments and investments covenants. This summary of the Fifth Amendment does not purport to be complete and is qualified in its entirety by reference to the agreement, a copy of which is attached hereto as Exhibit 10.1.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

10.1 Fifth Amendment to Amended and Restated Credit Agreement dated as of May 30, 2013

**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 thereunto duly authorized.

Dated: May 31, 2013

ATLAS RESOURCE PARTNERS, L.P.

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

By: /s/ Sean P. McGrath

Name: Sean P. McGrath

Its: Chief Financial Officer

**EXHIBIT INDEX**

Exhibit No.	Description
10.1	Fifth Amendment to Amended and Restated Credit Agreement dated as of May 30, 2013