

ATLAS RESOURCES LLC

Form POSASR

September 07, 2016

As filed with the Securities and Exchange Commission on September 7, 2016

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3 NO. 333-193727**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**ATLAS RESOURCE PARTNERS, L.P.**

**Atlas Resource Partners Holdings, LLC**

**Atlas Resource Finance Corporation**

**and Other Registrants\***

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b>		<b>45-3591625</b>
<b>Delaware</b>		<b>27-4735285</b>
<b>Delaware</b>	<b>1311</b>	<b>90-0812516</b>
<b>(State or other jurisdiction of incorporation or organization)</b>	<b>(Primary Standard Industrial Classification Code Number)</b>	<b>(I.R.S. Employer Identification Number)</b>

**Edward E. Cohen**

**Park Place Corporate Center One**  
**100 Commerce Drive, Suite 400**  
**Pittsburgh, PA 15275**  
**(800) 251-0171**  
**(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)**

**Park Place Corporate Center One**  
**100 Commerce Drive, Suite 400**  
**Pittsburgh, PA 15275**  
**(800) 251-0171**  
**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input checked="" type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

**\*TABLE OF ADDITIONAL REGISTRANT GUARANTORS**

<b>Exact name of registrant as specified in its charter</b>	<b>State or other jurisdiction of incorporation or organization</b>	<b>I.R.S. Employer Identification Number</b>	<b>Address, including zip code, and telephone number, including area code, of registrant's principal executive offices</b>
Atlas Resources, LLC	Pennsylvania	20-4822875	Park Place Corporate Center One 1000 Commerce Drive, 4 <sup>th</sup> Floor Pittsburgh, PA 15275-1011 (800) 251-0171
Viking Resources, LLC	Pennsylvania	20-5365124	Park Place Corporate Center One 1000 Commerce Drive, 4 <sup>th</sup> Floor Pittsburgh, PA 15275-1011 (800) 251-0171
Resource Energy, LLC	Delaware	20-5365174	Park Place Corporate Center One 1000 Commerce Drive, 4 <sup>th</sup> Floor Pittsburgh, PA 15275-1011 (800) 251-0171
ARP Barnett, LLC	Delaware	90-0812567	Park Place Corporate Center One 1000 Commerce Drive, 4 <sup>th</sup> Floor Pittsburgh, PA 15275-1011 (800) 251-0171
ARP Barnett Pipeline, LLC	Delaware	61-1682295	Park Place Corporate Center One 1000 Commerce Drive, 4 <sup>th</sup> Floor Pittsburgh, PA 15275-1011 (800) 251-0171
Atlas Barnett, LLC	Texas	26-2654688	Park Place Corporate Center One (800) 251-0171

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			1000 Commerce Drive, 4 <sup>th</sup> Floor Pittsburgh, PA 15275-1011 (800) 251-0171
Atlas Noble, LLC	Delaware	20-5365139	Park Place Corporate Center One 1000 Commerce Drive, 4 <sup>th</sup> Floor Pittsburgh, PA 15275-1011 (800) 251-0171
REI-NY, LLC	Delaware	20-5365147	Park Place Corporate Center One 1000 Commerce Drive, 4 <sup>th</sup> Floor Pittsburgh, PA 15275-1011 (800) 251-0171
Atlas Energy Indiana, LLC	Indiana	26-3210546	Park Place Corporate Center One 1000 Commerce Drive, 4 <sup>th</sup> Floor Pittsburgh, PA 15275-1011 (800) 251-0171
Atlas Energy Tennessee, LLC	Pennsylvania	26-2770794	Park Place Corporate Center One 1000 Commerce Drive, 4 <sup>th</sup> Floor Pittsburgh, PA 15275-1011 (800) 251-0171
Atlas Energy Ohio, LLC	Ohio	20-5365198	Park Place Corporate Center One 1000 Commerce Drive, 4 <sup>th</sup> Floor Pittsburgh, PA 15275-1011 (800) 251-0171
ARP Oklahoma LLC	Oklahoma	90-0815193	Park Place Corporate Center One 1000 Commerce Drive, 4 <sup>th</sup> Floor Pittsburgh, PA 15275-1011 (800) 251-0171
Atlas Energy Colorado, LLC	Colorado	45-2120015	Park Place Corporate Center One 1000 Commerce Drive, 4 <sup>th</sup> Floor

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			Pittsburgh, PA 15275-1011
			(800) 251-0171
Resource Well Services, LLC	Delaware	20-5365162	Park Place Corporate Center One
			1000 Commerce Drive, 4 <sup>th</sup> Floor
			Pittsburgh, PA 15275-1011
			(800) 251-0171
ARP Production Company, LLC	Delaware	90-0999968	Park Place Corporate Center One
			1000 Commerce Drive, 4 <sup>th</sup> Floor
			Pittsburgh, PA 15275-1011
			(800) 251-0171
ARP Mountaineer Production, LLC	Delaware	80-0959365	Park Place Corporate Center One
			1000 Commerce Drive, 4 <sup>th</sup> Floor
			Pittsburgh, PA 15275-1011
			(800) 251-0171

## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the following Registration Statement on Form S-3 (the Registration Statement ), originally filed by Atlas Resource Partners, L.P., a Delaware limited partnership (the Partnership ), with the Securities and Exchange Commission:

Registration Statement No. 333-193727, filed on February 3, 2014, registering the offer and sale by the Partnership and certain subsidiaries from time to time of an indeterminate amount of common units representing limited partner interests in the Partnership, preferred units representing limited partner interests in the Partnership, subordinated units representing limited partner interests in the Partnership, warrants and debt securities and guarantees.

On August 26, 2016, an order confirming the pre-packaged plan of reorganization (the Plan ) of the Partnership and certain of its subsidiaries (collectively with the Partnership, Atlas ) was entered by the United States Bankruptcy Court for the Southern District of New York. On September 1, 2016, Atlas substantially consummated the Plan and emerged from their Chapter 11 cases. As part of the transactions undertaken pursuant to the Plan, the Partnership's equity was cancelled, the Partnership dissolved and Titan Energy, LLC, an affiliate of the Partnership, became the successor issuer to the Partnership pursuant to Rule 12g-3 of the Securities Exchange Act of 1934, as amended.

As a result of the completion of the transactions contemplated by the Plan, the Partnership has terminated all offerings of securities pursuant to the Registration Statement. In accordance with an undertaking made by the Partnership in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of such offering, the Partnership hereby removes from registration by means of this Post-Effective Amendment No. 1 all of such securities registered but unsold under the Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Philadelphia, Commonwealth of Pennsylvania on September 7, 2016.

**TITAN ENERGY, LLC,**  
as successor to Atlas Resource Partners,  
L.P. and as converted from Atlas  
Resource Finance Corporation

By: /s/ Jeffrey M. Slotterback  
Name: Jeffrey M. Slotterback  
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed below by the following persons in the capacities and on the dates indicated below.

/s/ Daniel C. Herz Daniel C. Herz	Chief Executive Officer and Director  (Principal Executive Officer)	September 7, 2016
/s/ Jeffrey M. Slotterback Jeffrey M. Slotterback	Chief Financial Officer and Director  (Principal Financial Officer)	September 7, 2016
/s/ Matthew J. Finkbeiner Matthew J. Finkbeiner	Chief Accounting Officer  (Principal Accounting Officer)	September 7, 2016
/s/ Edward E. Cohen Edward E. Cohen	Executive Chairman of the Board	September 7, 2016
/s/ Jonathan Z. Cohen Jonathan Z. Cohen	Executive Vice Chairman of the Board	September 7, 2016

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in Philadelphia, Pennsylvania, on September 7, 2016.

**ATLAS RESOURCE PARTNERS  
HOLDINGS, LLC**

By: Titan Energy Operating, LLC, its sole member

By: Titan Energy Management, LLC, its manager

**ATLAS RESOURCES, LLC  
VIKING RESOURCES, LLC  
RESOURCE ENERGY, LLC  
ATLAS NOBLE, LLC  
REI-NY, LLC  
ATLAS ENERGY INDIANA, LLC  
ATLAS ENERGY TENNESSEE, LLC  
ATLAS ENERGY OHIO, LLC  
ATLAS ENERGY COLORADO, LLC  
RESOURCE WELL SERVICES, LLC  
ARP BARNETT, LLC  
ARP BARNETT PIPELINE, LLC  
ATLAS BARNETT, LLC  
ARP PRODUCTION COMPANY, LLC  
ARP MOUNTAINEER PRODUCTION,  
LLC  
ARP OKLAHOMA, LLC**

By: Atlas Resource Partners Holdings, LLC,  
its sole member

By: Titan Energy Operating, LLC, its sole member

By: Titan Energy Management, LLC, its manager

By: /s/ Jeffrey M. Slotterback  
Name: Jeffrey M. Slotterback  
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed below by the following persons in the capacities and on the dates indicated below.

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/s/ Daniel C. Herz Daniel C. Herz	Chief Executive Officer and Director  (Principal Executive Officer)	September 7, 2016
/s/ Jeffrey M. Slotterback Jeffrey M. Slotterback	Chief Financial Officer and Director  (Principal Financial Officer)	September 7, 2016
/s/ Matthew J. Finkbeiner Matthew J. Finkbeiner	Chief Accounting Officer  (Principal Accounting Officer)	September 7, 2016
/s/ Edward E. Cohen Edward E. Cohen	Executive Chairman of the Board	September 7, 2016
/s/ Jonathan Z. Cohen Jonathan Z. Cohen	Executive Vice Chairman of the Board	September 7, 2016