

LRR Energy, L.P.
Form 8-K
November 30, 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 29, 2012**

LRR Energy, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35344
(Commission File Number)

90-0708431
(I.R.S. Employer
Identification No.)

Heritage Plaza
1111 Bagby Street, Suite 4600
Houston, Texas 77002

(Address of principal executive offices)

Registrant's Telephone Number, including Area Code: **(713) 292-9510**

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Not Applicable

(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))
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Item 8.01 Other Events.

On November 29, 2012, LRR Energy, L.P., a Delaware limited partnership (the Partnership), entered into a Purchase and Sale Agreement (the Purchase Agreement) among Lime Rock Resources A, L.P., a Delaware limited partnership (LRR A), Lime Rock Resources B, L.P., a Delaware limited partnership (LRR B), Lime Rock Resources C, L.P., a Delaware limited partnership (LRR C, and together with LRR A and LRR B, the Seller) and LRE Operating, LLC, a Delaware limited liability company and wholly owned subsidiary of the Partnership (Operating LLC, and together with the Partnership, the Buyer), pursuant to which the Seller agreed to sell certain oil and natural gas properties located in the Mid-Continent region in Oklahoma to the Buyer in exchange for \$21.0 million in cash consideration, subject to customary purchase price adjustments. As part of the transaction, the Partnership will acquire commodity hedge contracts that the Partnership estimates to be currently valued at approximately \$1.7 million. The purchase price will be adjusted based upon the value of the hedge contracts at the closing of the transaction. The Partnership expects to finance the acquisition with borrowings under its revolving credit facility.

The Purchase Agreement contains representations and warranties, covenants and indemnification provisions that are typical for transactions of this nature. The effective date of the transactions contemplated by the Purchase Agreement is October 1, 2012, and the transactions are expected to close on or about January 3, 2013, subject to certain third-party approvals and other customary closing conditions. There can be no assurance that all of the conditions to closing will be satisfied.

The Purchase Agreement was approved by the board of directors (the Board) of LRE GP, LLC, the general partner of the Partnership, and the Board's conflicts committee, which is comprised entirely of directors meeting the independence standards of the New York Stock Exchange and the Securities and Exchange Act of 1934, as amended, on November 29, 2012. The conflicts committee retained independent legal and financial advisors to assist it in evaluating and negotiating the transaction.

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.

LRR ENERGY, L.P.

By: LRE GP, LLC,
its general partner

Date: November 29, 2012

By: /s/ Jaime R. Casas
Name: Jaime R. Casas
Title: Vice President, Chief Financial Officer and
Secretary