

LINN ENERGY, INC.
Form 8-K
July 26, 2018

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): July 26, 2018 (July 26, 2018)

LINN ENERGY, INC.

(Exact name of registrant specified in its charter)

Delaware
(State or Other Jurisdiction

Of Incorporation)

600 Travis Street

000-51719
(Commission

File Number)

83-1207960
(I.R.S. Employer

Identification No.)

77002

Houston, Texas
(Address of principal executive offices) **(Zip Code)**
(281) 840-4000

(Registrant's telephone number, including area code)

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 (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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

As previously disclosed, Riviera Resources, LLC (Riviera), an indirect subsidiary of Linn Energy, Inc. (the Company), previously filed a Registration Statement on Form S-1 (File No. 333-225927), in connection with the Company s planned distribution of all of the outstanding shares of common stock, par value \$0.01 per share, of Riviera s corporate successor, to the holders of the Company s Class A common stock, par value \$0.001 per share, on a pro rata basis (as amended, the Registration Statement). The Registration Statement includes a prospectus that describes the distribution and provides information regarding the business and management of Riviera. The final prospectus is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

As further described in the prospectus, the distribution is expected to occur at 5:00 p.m., Eastern time, on August 7, 2018.

The information furnished pursuant to this Item 7.01 (including Exhibit 99.1 hereto) shall be deemed furnished, and shall not be deemed filed, for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit Number	Description
Exhibit 99.1	<u>Prospectus of Riviera Resources, Inc.</u>

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.

Dated: July 26, 2018

LINN ENERGY, INC.

By: /s/ Candice J. Wells

Name: Candice J. Wells

Title: Senior Vice President, General Counsel and
Corporate Secretary