

Atlas Resource Partners, L.P.  
Form 8-K  
January 11, 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): January 11, 2013

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

(Exact name of registrant as specified in its charter)

**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)

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

**15275**  
(Zip Code)

(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 January 11, 2013, Atlas Resource Partners, L.P. (the Partnership ) entered into an amendment (the Fourth Amendment ) to its senior secured revolving credit facility (the Revolving Credit Facility ) to revise provisions regarding automatic reduction to the borrowing base if the Partnership issues senior unsecured notes. Pursuant to the Fourth Amendment, the borrowing base will be automatically reduced by an amount equal to:

with respect to an aggregate stated principal amount of senior unsecured notes up to \$300,000,000 issued on or prior to March 31, 2013, the product of 0.15 multiplied by the stated principal amount of such senior notes (without regard to any initial issue discount); and

with respect to all other issuances of senior notes, the product of 0.25 multiplied by the stated principal amount of such senior notes (without regard to any initial issue discount).

This summary of the Fourth 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 Fourth Amendment to Amended and Restated Credit Agreement dated as of January 11, 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: January 11, 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	Fourth Amendment to Amended and Restated Credit Agreement dated as of January 11, 2013