

Atlas Resource Partners, L.P.  
 Form 5  
 April 22, 2016

# FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**KOTEK FREDDIE M**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**Atlas Resource Partners, L.P. [ARP]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 SVP Investment Partnership Div

**PARK PLACE CORPORATE CENTER ONE, 1000 COMMERCE DRIVE**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2015**

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

**PITTSBURGH, PA 15275**  
 (City) (State) (Zip)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D) Price  |  |  |   |
| Common Units                    | 05/15/2014                           | ^  | G5                             | Amount 12,500 (1) A \$ 0  | 12,778   | I  | By Spouse   |
| Common Units                    | 05/15/2015                           | ^  | G5                             | Amount 12,500 (1) A \$ 0  | 25,278   | I  | By Spouse   |
| Common Units                    | ^                                    | ^  | ^                              | ^ ^ ^   | 195  | I  | By Children   |
|                                 | ^                                    | ^  | ^                              | ^ ^ ^   | 5,828  | I  |   |

|              |   |   |   |   |   |   |        |   |  |                     |
|--------------|---|---|---|---|---|---|--------|---|--|---------------------|
| Common Units |   |   |   |   |   |   |        |   |  | By Children's Trust |
| Common Units | ^ | ^ | ^ | ^ | ^ | ^ | 659    | I |  | By Mother-in-Law    |
| Common Units | ^ | ^ | ^ | ^ | ^ | ^ | 14,200 | D |  | ^                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|

  

|         | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------|------------------|-----------------|-------|----------------------------|
| (A) (D) |                  |                 |       |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| KOTEK FREDDIE M<br>PARK PLACE CORPORATE CENTER ONE<br>1000 COMMERCE DRIVE<br>PITTSBURGH, PA 15275 | ^             | ^         | ^ SVP Investment Partnership Div | ^     |

## Signatures

Lisa Washington,  
attorney-in-fact

04/22/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents transfer of shares to spouse. These shares were previously reported as being Directly held by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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