Atlas Resource Partners, L.P. Form 4 September 01, 2016

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

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

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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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** KOTEK FREDDIE M			suer Name a	and Ticker or Trading	5. Relations Issuer	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)				e Partners, L.P. [ARP. t Transaction	J]	(Check all applicable)			
(La	(1 1131)	, , ,			Dimant		100/ Owman		
PARK PLACE CORPORATE CENTER ONE, 1000 COMMERCE DRIVE			h/Day/Year 1/2016	')	below)	er (give title	10% Owner Other (specify ow) rtnership Div		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Y	(ear)	* *	Applicable Line) _X_ Form filed by One Reporting Person			
PITTSBURGH, PA 15275						Form filed by More than One Reporting Person			
(Cit	y) (State)	(Zip)	able I - No	n-Derivative Securities A	cquired, Dispo	sed of, or Ben	eficially Owne		
1.Title o	f 2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of		
Security	• • •	Execution Date, if		ior(A) or Disposed of	Securities	Ownership	Indirect Bene		
(Instr. 3)		any	Code	(D)	Beneficially	Form:	Ownership		

(City)	(State)	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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Units	09/01/2016		J	26,700	D (1)	<u>(1)</u>	0	D			
Common Units	09/01/2016		J	195	D (1)	<u>(1)</u>	0	I	By Children		
Common Units	09/01/2016		J	5,828	D (1)	<u>(1)</u>	0	I	By Children's Trust		
Common Units	09/01/2016		J	25,278	D (1)	<u>(1)</u>	0	I	By Spouse		
Common Units	09/01/2016		J	659	D (1)	<u>(1)</u>	0	I	By Mother-in-Law		

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities	(Instr. 5)]	
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title	Number		
				G 1 17	(A) (B)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KOTEK FREDDIE M PARK PLACE CORPORATE CENTER ONE 1000 COMMERCE DRIVE PITTSBURGH, PA 15275

SVP Investment Partnership Div

Signatures

Lisa Washington, attorney-in-fact 09/01/2016

**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).

On August 26, 2016, an order confirming the pre-packaged plan of reorganization (the "Plan") of Atlas Resource Partners, L.P. (the "Partnership") and certain of its subsidiaries was entered by the United States Bankruptcy Court for the Southern District of New York.

On September 1, 2016, the Plan became effective pursuant to its terms and all of the Partnership's equity was cancelled without the receipt of any consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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