

LRR Energy, L.P.
Form 4
October 06, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CARROLL JONATHAN P

(Last) (First) (Middle)

C/O LRR ENERGY, L.P., 5847 SAN FELIPE, SUITE 3000

(Street)

HOUSTON, TX 77057

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LRR Energy, L.P. [LRE]

3. Date of Earliest Transaction (Month/Day/Year)
10/05/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Price			
Common units representing limited partner interests	10/05/2015		D	17,960	D	<u>(1)</u> <u>(2)</u>	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: LRR Energy, L.P. - Form 4

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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARROLL JONATHAN P C/O LRR ENERGY, L.P. 5847 SAN FELIPE, SUITE 3000 HOUSTON, TX 77057		X		

Signatures

/s/ Jonathan P. Carroll 10/06/2015

**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).

- Pursuant to the Purchase Agreement and Plan of Merger, dated as of April 20, 2015 (the "Merger Agreement"), by and among Vanguard Natural Resources, LLC ("Vanguard"), Lighthouse Merger Sub, LLC, Lime Rock Management LP, Lime Rock Resources A, L.P., Lime Rock Resources B, L.P., Lime Rock Resources C, L.P., Lime Rock Resources II-A, L.P., Lime Rock Resources II-C, L.P., LRR Energy, L.P. ("LRE") and LRE GP, LLC, immediately prior to the effective time of the merger, any award of LRE restricted units granted under the LRE GP, LLC Long-Term Incentive Plan that was subject to time-based vesting and that was outstanding and unvested at such time became fully vested and the restrictions with respect thereto lapsed, and such LRE restricted units were deemed to be common units of LRE at the closing of the merger.
- (1) L.P. ("LRE") and LRE GP, LLC, immediately prior to the effective time of the merger, any award of LRE restricted units granted under the LRE GP, LLC Long-Term Incentive Plan that was subject to time-based vesting and that was outstanding and unvested at such time became fully vested and the restrictions with respect thereto lapsed, and such LRE restricted units were deemed to be common units of LRE at the closing of the merger.
- (2) Disposition pursuant to the Merger Agreement in exchange for 0.55 common units of Vanguard for every common unit of LRE disposed. On the effective date of the merger, the closing price of the Vanguard common units was \$7.98 per unit.

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.