

Berry Petroleum Company, LLC
Form 8-K
October 11, 2016

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): October 11, 2016 (October 7, 2016)

BERRY PETROLEUM COMPANY, LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

600 Travis, Suite 5100

1-9735
(Commission File Number)

77-0079387
(I.R.S. Employer

Identification No.)

77002

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

(Zip Code)

(Registrant's telephone number, including area code)

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 May 11, 2016 (the Petition Date), Linn Energy, LLC (LINN Energy), LinnCo, LLC, an affiliate of the LINN Energy (LinnCo), certain of LINN Energy s direct and indirect subsidiaries (collectively with LINN Energy, the LINN Debtors), and Berry Petroleum Company, LLC (the Company and, collectively with the LINN Debtors and LinnCo, the Debtors), filed voluntary petitions (the Bankruptcy Petitions) for reorganization under Chapter 11 of the United States Bankruptcy Code (the Bankruptcy Code) in the United States Bankruptcy Court for the Southern District of Texas (the Court). The Debtors Chapter 11 cases are being administered jointly under the caption *In re Linn Energy, LLC, et al.*, Case No. 16-60040 (the Chapter 11 Cases).

Prior to the filing of the Bankruptcy Petitions, on May 10, 2016, the Debtors entered into a restructuring support agreement (the Restructuring Support Agreement) with certain holders (the Consenting Creditors) collectively holding or controlling at least 66.67% by aggregate outstanding principal amounts under (i) LINN Energy s Sixth Amended and Restated Credit Agreement, dated as of April 24, 2013 (the Linn Credit Agreement) and (ii) the Company s Second Amended and Restated Credit Agreement, dated as of November 15, 2010 (the Berry Credit Agreement).

The Restructuring Support Agreement sets forth, subject to certain conditions, the commitment of the Debtors and the Consenting Creditors to support a comprehensive restructuring of the Debtors long-term debt, which will be effectuated through one or more plans of reorganization (the Plan) to be filed in the Chapter 11 Cases.

On October 7, 2016, the Debtors and certain of the Consenting Creditors entered into the Third Amendment to Restructuring Support Agreement (the Third Amendment), which extended the date by which the Debtors must file with the Court the Plan (or Plans, if separate), the Plan Solicitation Materials (as defined in the Restructuring Support Agreement) for the Plan (or Plans, if separate), and the motion or motions to approve the Disclosure Statement (or Disclosure Statements, if separate, and as defined in the Restructuring Support Agreement) from 149 days to 156 days following the Petition Date. The Third Amendment provides further that the administrative agent for the LINN Credit Agreement and the Berry Credit Agreement and the Debtors may agree to further extend such preceding deadline to 163 days without the consent of the Required Consenting Creditors (as defined in the Restructuring Support Agreement).

The foregoing description of the Third Amendment is only a summary, does not purport to be complete and is qualified in its entirety by reference to the Third Amendment attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

| Exhibit | Description |
|----------------|---|
| 10.1 | Third Amendment to Restructuring Support Agreement, dated as of October 7, 2016, by and among the Debtors and the supporting parties thereto. |

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.

BERRY PETROLEUM COMPANY, LLC

October 11, 2016

By: */s/ Candice J. Wells*
Candice J. Wells
Senior Vice President, General Counsel and
Corporate Secretary

EXHIBIT INDEX

Exhibit

| Number | Description of Exhibit |
|---------------|---|
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