

Titan Energy, LLC
Form POS AM
September 07, 2016

As filed with the Securities and Exchange Commission on September 7, 2016

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

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT NO. 333-182616

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT NO. 333-183995

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT NO. 333-193238

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

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REGISTRATION STATEMENT NO. 333-202827

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT NO. 333-203269

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT NO. 333-203800

UNDER

THE SECURITIES ACT OF 1933

ATLAS RESOURCE PARTNERS, L.P.

Atlas Resource Partners Holdings, LLC

Atlas Resource Finance Corporation

and Other Registrants*

(Exact Name of Registrant as Specified in Its Charter)

Delaware

45-3591625

Delaware

27-4735285

Delaware

1311

90-0812516

(State or other jurisdiction of

(Primary Standard Industrial

(I.R.S. Employer

incorporation or organization)

Classification Code Number)

Identification Number)

Edward E. Cohen

Park Place Corporate Center One

Park Place Corporate Center One

100 Commerce Drive, Suite 400

100 Commerce Drive, Suite 400

Pittsburgh, PA 15275

Pittsburgh, PA 15275

(800) 251-0171

(800) 251-0171

**(Address, including zip code, and telephone
number, including area code, of registrant's
principal executive offices)**

**(Name, address, including zip code, and telephone
number, including area code,
of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

***TABLE OF ADDITIONAL REGISTRANT GUARANTORS**

| Exact name of registrant as specified in its charter | State or other jurisdiction of incorporation or organization | I.R.S. Employer Identification Number | Address, including zip code, and telephone number, including area code, of registrant's principal executive offices |
|---|---|--|--|
| Atlas Resources, LLC | Pennsylvania | 20-4822875 | Park Place Corporate Center One 1000 Commerce Drive, 4 th Floor Pittsburgh, PA 15275-1011 (800) 251-0171 |
| Viking Resources, LLC | Pennsylvania | 20-5365124 | Park Place Corporate Center One 1000 Commerce Drive, 4 th Floor Pittsburgh, PA 15275-1011 (800) 251-0171 |
| Resource Energy, LLC | Delaware | 20-5365174 | Park Place Corporate Center One 1000 Commerce Drive, 4 th Floor Pittsburgh, PA 15275-1011 (800) 251-0171 |
| ARP Barnett, LLC | Delaware | 90-0812567 | Park Place Corporate Center One 1000 Commerce Drive, 4 th Floor Pittsburgh, PA 15275-1011 (800) 251-0171 |
| ARP Barnett Pipeline, LLC | Delaware | 61-1682295 | Park Place Corporate Center One 1000 Commerce Drive, 4 th Floor Pittsburgh, PA 15275-1011 (800) 251-0171 |
| Atlas Barnett, LLC | Texas | 26-2654688 | Park Place Corporate Center One 1000 Commerce Drive, 4 th Floor (800) 251-0171 |

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|-----------------------------|--------------|------------|--|
| | | | Pittsburgh, PA 15275-1011 |
| | | | (800) 251-0171 |
| Atlas Noble, LLC | Delaware | 20-5365139 | Park Place Corporate Center One |
| | | | 1000 Commerce Drive, 4 th Floor |
| | | | Pittsburgh, PA 15275-1011 |
| | | | (800) 251-0171 |
| REI-NY, LLC | Delaware | 20-5365147 | Park Place Corporate Center One |
| | | | 1000 Commerce Drive, 4 th Floor |
| | | | Pittsburgh, PA 15275-1011 |
| | | | (800) 251-0171 |
| Atlas Energy Indiana, LLC | Indiana | 26-3210546 | Park Place Corporate Center One |
| | | | 1000 Commerce Drive, 4 th Floor |
| | | | Pittsburgh, PA 15275-1011 |
| | | | (800) 251-0171 |
| Atlas Energy Tennessee, LLC | Pennsylvania | 26-2770794 | Park Place Corporate Center One |
| | | | 1000 Commerce Drive, 4 th Floor |
| | | | Pittsburgh, PA 15275-1011 |
| | | | (800) 251-0171 |
| Atlas Energy Ohio, LLC | Ohio | 20-5365198 | Park Place Corporate Center One |
| | | | 1000 Commerce Drive, 4 th Floor |
| | | | Pittsburgh, PA 15275-1011 |
| | | | (800) 251-0171 |
| ARP Oklahoma LLC | Oklahoma | 90-0815193 | Park Place Corporate Center One |
| | | | 1000 Commerce Drive, 4 th Floor |
| | | | Pittsburgh, PA 15275-1011 |
| | | | (800) 251-0171 |
| Atlas Energy Colorado, LLC | Colorado | 45-2120015 | Park Place Corporate Center One |
| | | | 1000 Commerce Drive, 4 th Floor |
| | | | Pittsburgh, PA 15275-1011 |

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| Resource Well Services, LLC | Delaware | 20-5365162 | Park Place Corporate Center One 1000 Commerce Drive, 4 th Floor Pittsburgh, PA 15275-1011 (800) 251-0171 |
| ARP Production Company, LLC | Delaware | 90-0999968 | Park Place Corporate Center One 1000 Commerce Drive, 4 th Floor Pittsburgh, PA 15275-1011 (800) 251-0171 |
| ARP Mountaineer Production, LLC | Delaware | 80-0959365 | Park Place Corporate Center One 1000 Commerce Drive, 4 th Floor Pittsburgh, PA 15275-1011 (800) 251-0171 |
| ARP Rangely Production, LLC | Delaware | 46-5641625 | Park Place Corporate Center One 1000 Commerce Drive, 4 th Floor Pittsburgh, PA 15275-1011 (800) 251-0171 |
| ARP Eagle Ford, LLC | Texas | 47-1846894 | Park Place Corporate Center One 1000 Commerce Drive, 4 th Floor Pittsburgh, PA 15275-1011 (800) 251-0171 |
| Atlas Pipeline Tennessee, LLC | Pennsylvania | 83-0504919 | Park Place Corporate Center One 1000 Commerce Drive, 4 th Floor Pittsburgh, PA 15275-1011 (800) 251-0171 |
| ATLS Production Company, LLC | Delaware | 46-3060124 | Park Place Corporate Center One 1000 Commerce Drive, 4 th Floor Pittsburgh, PA 15275-1011 (800) 251-0171 |

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the following Registration Statements on Form S-3 (collectively, the Registration Statements), originally filed by Atlas Resource Partners, L.P., a Delaware limited partnership (the Partnership), with the Securities and Exchange Commission:

Registration Statement No. 333-182616, filed on July 11, 2012, registering the offer and sale by certain selling unitholders from time to time of up to 5,527,945 common units representing limited partner interests in the Partnership (the Common Units);

Registration Statement No. 333-183995, filed on September 19, 2012, registering the offer and sale by certain selling unitholders from time to time of up to 7,683,438 Common Units;

Registration Statement No. 333-193238, filed on January 9, 2014, registering the offer and sale by the Partnership from time to time of up to an aggregate of \$100,000,000 of Common Units and preferred units representing limited partner interests in the Partnership (the Preferred Units);

Registration Statement No. 333-202827, filed on March 17, 2015, registering the offer and sale by certain selling unitholders from time to time of up to 24,712,471 Common Units;

Registration Statement No. 333-203269, filed on April 6, 2015, registering the offer and sale by certain selling unitholders from time to time of up to 800,000 8.625% Class D Cumulative Redeemable Perpetual Preferred Units; and

Registration Statement No. 333-203800, filed on May 1, 2015, registering the offer and sale by the Partnership and certain subsidiaries from time to time of up to \$600,000,000 of Common Units, Preferred Units, subordinated units representing limited partner interests in the Partnership, warrants and debt securities and guarantees.

On August 26, 2016, an order confirming the pre-packaged plan of reorganization (the Plan) of the Partnership and certain of its subsidiaries (collectively with the Partnership, Atlas) was entered by the United States Bankruptcy Court for the Southern District of New York. On September 1, 2016, Atlas substantially consummated the Plan and emerged from their Chapter 11 cases. As part of the transactions undertaken pursuant to the Plan, the Partnership 's equity was cancelled, the Partnership dissolved and Titan Energy, LLC, an affiliate of the Partnership, became the successor issuer to the Partnership pursuant to Rule 12g-3 of the Securities Exchange Act of 1934, as amended.

As a result of the completion of the transactions contemplated by the Plan, the Partnership has terminated all offerings of securities pursuant to the Registration Statements. In accordance with the undertakings made by the Partnership in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of such offering, the Partnership hereby removes from registration by means of this Post-Effective Amendment No. 1 all of such securities registered but unsold under the Registration Statements.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statements on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Philadelphia, Commonwealth of Pennsylvania on September 7, 2016.

TITAN ENERGY, LLC,

as successor to Atlas Resource Partners, L.P. and
as converted from Atlas Resource Finance
Corporation

By: /s/ Jeffrey M. Slotterback
Name: Jeffrey M. Slotterback
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statements on Form S-3 has been signed below by the following persons in the capacities and on the dates indicated below.

| | | |
|----------------------------|--------------------------------------|-------------------|
| /s/ Daniel C. Herz | Chief Executive Officer and Director | September 7, 2016 |
| Daniel C. Herz | (Principal Executive Officer) | |
| /s/ Jeffrey M. Slotterback | Chief Financial Officer and Director | September 7, 2016 |
| Jeffrey M. Slotterback | (Principal Financial Officer) | |
| /s/ Matthew J. Finkbeiner | Chief Accounting Officer | September 7, 2016 |
| Matthew J. Finkbeiner | (Principal Accounting Officer) | |
| /s/ Edward E. Cohen | Executive Chairman of the Board | September 7, 2016 |
| Edward E. Cohen | | |
| /s/ Jonathan Z. Cohen | Executive Vice Chairman of the Board | September 7, 2016 |
| Jonathan Z. Cohen | | |

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statements on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in Philadelphia, Pennsylvania, on September 7, 2016.

ATLAS RESOURCE PARTNERS HOLDINGS, LLC

By: Titan Energy Operating, LLC, its sole member

By: Titan Energy Management, LLC, its manager

ATLAS RESOURCES, LLC

VIKING RESOURCES, LLC

RESOURCE ENERGY, LLC

ATLAS NOBLE, LLC

REI-NY, LLC

ATLAS ENERGY INDIANA, LLC

ATLAS ENERGY TENNESSEE, LLC

ATLAS ENERGY OHIO, LLC

ATLAS ENERGY COLORADO, LLC

RESOURCE WELL SERVICES, LLC

ARP BARNETT, LLC

ARP BARNETT PIPELINE, LLC

ATLAS BARNETT, LLC

ARP PRODUCTION COMPANY, LLC

ARP MOUNTAINEER PRODUCTION, LLC

ARP OKLAHOMA, LLC

ARP RANGELY PRODUCTION, LLC

ATLAS PIPELINE TENNESSEE, LLC

ARP EAGLE FORD, LLC

ATLS PRODUCTION COMPANY, LLC

By: Atlas Resource Partners Holdings, LLC, its sole member

By: Titan Energy Operating, LLC, its sole member

By: Titan Energy Management, LLC, its manager

By: /s/ Jeffrey M. Slotterback

Name: Jeffrey M. Slotterback

Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statements on Form S-3 has been signed below by the following persons in the capacities and on the dates indicated below.

| | | |
|----------------------------|--------------------------------------|-------------------|
| /s/ Daniel C. Herz | Chief Executive Officer and Director | September 7, 2016 |
| Daniel C. Herz | (Principal Executive Officer) | |
| /s/ Jeffrey M. Slotterback | Chief Financial Officer and Director | September 7, 2016 |
| Jeffrey M. Slotterback | (Principal Financial Officer) | |
| /s/ Matthew J. Finkbeiner | Chief Accounting Officer | September 7, 2016 |
| Matthew J. Finkbeiner | (Principal Accounting Officer) | |
| /s/ Edward E. Cohen | Executive Chairman of the Board | September 7, 2016 |
| Edward E. Cohen | | |
| /s/ Jonathan Z. Cohen | Executive Vice Chairman of the Board | September 7, 2016 |
| Jonathan Z. Cohen | | |