

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 2, 2014 (July 30, 2014)**

**Vanguard Natural Resources, LLC**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of  
incorporation)

**001-33756**

(Commission File Number)

**61-1521161**

(IRS Employer Identification  
No.)

**5847 San Felipe, Suite 3000**

**Houston, Texas 77057**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(832) 327-2255**

(Former name or former address, if changed since last report.)

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:

- 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 2.01. Completion of Acquisition of Assets.**

On August 29, 2014, pursuant to a Purchase and Sale Agreement dated July 30, 2014 (the "Purchase Agreement"), Vanguard Natural Resources, LLC (the "Company"), and its wholly-owned subsidiary Vanguard Permian, LLC ("Vanguard Permian") consummated the acquisition of natural gas, oil and natural gas liquids assets in North Louisiana and East Texas ("the Purchased Assets") from Hunt Oil Company ("Seller") for an adjusted purchase price of \$274.7 million (the "Acquisition"). The purchase price is subject to final purchase price adjustments to be determined based on an effective date of June 1, 2014.

The Purchased Assets have total estimated proved reserves of 150 billion cubic feet equivalent, of which approximately 57% is proved developed. Current net production attributable to the Purchased Assets is approximately 18 million cubic feet equivalent per day.

The \$274.7 million adjusted purchase price was funded with borrowings under the Company's existing Reserve-Based Credit Facility and proceeds from sales of common and preferred units under its ATM program.

**Item 7.01 Regulation FD Disclosure.**

On September 2, 2014, the Company issued a press release announcing the consummation of the Acquisition, a copy of which is filed as Exhibit 99.1 hereto and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
Exhibit 99.1	Press Release dated September 2, 2014

**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.

**VANGUARD NATURAL RESOURCES, LLC**

By: /s/ Scott W. Smith  
Name: Scott W. Smith  
Title: President and Chief Executive Officer

September 2, 2014

---

**EXHIBIT INDEX**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
Exhibit 99.1	Press Release dated September 2, 2014



# NEWS RELEASE

## Vanguard Natural Resources, LLC Announces Closing of Properties in North Louisiana and East Texas

**Houston – September 2, 2014 - (Business Wire)** – Vanguard Natural Resources, LLC (NASDAQ: VNR) (“Vanguard” or “the Company”) today announced that on August 29, 2014 it consummated the previously announced acquisition of natural gas, oil and natural gas liquids assets in North Louisiana and East Texas for an adjusted purchase price of \$274.7 million, subject to customary final post-closing adjustments. The effective date of the acquisition is June 1, 2014.

Significant benefits expected from the acquisition:

- Immediately accretive to distributable cash flow at closing;
- Estimated reserve life of over 23 years based on internally estimated proved reserves of approximately 150 Bcfe;
- Working interest in more than 290 producing wells and 78 proved undeveloped vertical drilling locations;
- Proved developed production average decline rate of approximately 10%;
- LOE costs forecasted to average approximately \$1.00 per Mcfe over the next 3 years and production taxes forecasted at 7.75% of revenue;
- Forecasted natural gas realization of 115% of NYMEX Henry Hub, oil differential of \$(2.50) per Bbl off of WTI and an average NGL realization of 55% of WTI.

The Company funded this acquisition with borrowings under its existing reserve-based credit facility and proceeds from sales of common and preferred units under its ATM program. As of August 31, 2014 and pro forma for the financing for this acquisition, the Company has borrowings under its reserved based credit facility of \$950 million which leaves approximately \$575 million of undrawn capacity before consideration of the expected borrowing base increase related to this acquisition.

---

## **About Vanguard Natural Resources, LLC**

Vanguard Natural Resources, LLC is a publicly traded limited liability company focused on the acquisition, production and development of oil and natural gas properties. The Company's assets consist primarily of producing and non-producing oil and natural gas reserves located in the Green River Basin in Southwestern Wyoming, the Permian Basin in West Texas and New Mexico, the Ark-LA-Tex Area in Northern Louisiana and East Texas, the Big Horn Basin in Wyoming and Montana, the Arkoma Basin in Arkansas and Oklahoma, the Piceance Basin in Colorado, the Powder River and Wind River Basin in Wyoming, the Williston Basin in North Dakota and Montana, Mississippi and South Texas. More information on Vanguard can be found at [www.vnrllc.com](http://www.vnrllc.com).

## **Forward-Looking Statements**

We make statements in this news release that are considered forward-looking statements within the meaning of the Securities Exchange Act of 1934. These forward-looking statements are largely based on our expectations, which reflect estimates and assumptions made by our management. These estimates and assumptions reflect our best judgment based on currently known market conditions and other factors. Although we believe such estimates and assumptions to be reasonable, they are inherently uncertain and involve a number of risks and uncertainties that are beyond our control. In addition, management's assumptions about future events may prove to be inaccurate. Management cautions all readers that the forward-looking statements contained in this news release are not guarantees of future performance, and we cannot assure you that such statements will be realized or the forward-looking events and circumstances will occur. Actual results may differ materially from those anticipated or implied in the forward-looking statements due to factors listed in the "Risk Factors" section in our SEC filings and elsewhere in those filings. All forward-looking statements speak only as of the date of this news release. We do not intend to publicly update or revise any forward-looking statements as a result of new information, future events or otherwise.

**SOURCE: Vanguard Natural Resources, LLC**

**CONTACT: Vanguard Natural Resources, LLC**

Director, Investor Relations  
Lisa Godfrey, 832-327-2234  
[investorrelations@vnrllc.com](mailto:investorrelations@vnrllc.com)