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): **October 16, 2009** (**July 21, 2009)**

Vanguard Natural Resources, LLC
(Exact name of registrant as specified in its charter)

DELAWARE	**001-33756**	**61-1521161**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

7700 San Felipe, Suite 485
Houston, Texas 77063
(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))

[Missing Graphic Reference]

Item 2.01. ***Completion of Acquisition of Assets.***

On July 21, 2009, Vanguard Natural Resources, LLC ("Vanguard" or the "Company") filed a Current Report on Form 8-K announcing that its wholly-owned subsidiary, Vanguard Permian, LLC, had entered into a Purchase and Sale Agreement, dated July 17, 2009, with Segundo Navarro Drilling, Ltd, an affiliate of the Lewis Energy Group ("Lewis") (the "PSA") to purchase certain producing natural gas and oil properties in South Texas (the "Properties") for approximately $52.25 million in cash (the "Acquisition"), subject to adjustment.

The Properties have total estimated proved reserves of 27 Bcfe as of July 1, 2009, of which approximately 94% is natural gas and 70% is proved developed. Based on the current net daily production of approximately 5,000 Mcfe, the Properties have a reserve to production ratio of approximately 15 years. At the closing, the Company assumed from Lewis natural gas puts and swaps based on NYMEX pricing for approximately 61% of the estimated gas production from existing producing wells in the acquired properties for the period beginning August of 2009 through December 2010. In addition, concurrent with the execution of the purchase and sale agreement, the Company entered into a collar for certain volumes in 2010 and a series of collars for a substantial portion of the expected gas production for 2011 at a total cost to the Company of $3.1 million which was financed through deferred premiums. Inclusive of the hedges added, approximately 90% of the estimated gas production from existing producing wells is hedged through 2011. A schedule of the hedges acquired and added in this transaction is shown below.

Hedging Schedule:

Contract Period	Volume (MMBtu)		Price
Put and Swap Agreements Assumed:			
August – December 2009	765,000	$	8.00
January – December 2010	949,000	$	7.50
Collars Added:			
January – December 2010	693,500	$	7.50 - $8.50
January – December 2011	1,569500	$	7.25 - $8.25(1)

(1) Weighted average pricing.

The closing of the transaction contemplated in the PSA was completed on August 17, 2009 for an adjusted purchase price of $50.5 million, subject to customary post closing adjustments. The purchase price was funded from borrowings under the Company's reserve-based credit facility and proceeds from the Company's public equity offering of 3.5 million common units. The purchase price is subject to final purchase price adjustments to be determined based on an effective date of July 1, 2009. Pursuant to Item 9.01 of Form 8-K, the Company hereby provides the audited statement of combined revenues and direct operating expenses for the Properties for the years ended December 31, 2008 and 2007, the unaudited statement of combined revenues and direct operating expenses for the six months ended June 30, 2009 and 2008, and the unaudited pro forma balance sheet of the Company reflecting the acquisition of the Properties as if the transaction occurred on June 30, 2009.

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

(a) Financial Statements of Business Acquired

The audited statement of combined revenues and direct operating expenses for the Properties for the years ended December 31, 2008 and 2007 and the unaudited statement of revenues and direct operating expenses for the Properties for the six months ended June 30, 2009 and 2008 is filed as Exhibit 99.1 hereto and incorporated herein by reference.

(b) Pro Forma Balance Sheet

The unaudited pro forma consolidated balance sheet of Vanguard Natural Resources, LLC as of June 30, 2009 is filed as Exhibit 99.2 hereto and incorporated herein by reference.

(c) Exhibits.

EXHIBIT NUMBER	DESCRIPTION
Exhibit 99.1	Statement of Combined Revenues and Direct Operating Expenses of the Oil and Gas Properties Purchased by Vanguard Natural Resources, LLC from Segundo Navarro Drilling, Ltd for the years ended December 31, 2008 and 2007 and the six months ended June 30, 2009 and 2008.
Exhibit 99.2	Unaudited Pro Forma Consolidated Balance Sheet of Vanguard Natural Resources, LLC as of June 30, 2009.

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/ Richard A. Robert
	Name:	Richard A. Robert
	Title:	Executive Vice President and Chief Financial Officer
October 16, 2009		(Principal Financial Officer and Principal Accounting Officer)

EXHIBIT INDEX

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EXHIBIT 99.1

STATEMENT OF COMBINED REVENUES AND DIRECT OPERATING EXPENSES OF THE OIL AND GAS PROPERTIES PURCHASED AUGUST 17, 2009 BY VANGUARD NATURAL RESOURCES, LLC FROM SEGUNDO NAVARRO DRILLING, LTD

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Partners of Segundo Navarro Drilling, Ltd.

We have audited the accompanying statement of combined revenues and direct operating expenses of the oil and gas properties purchased August 17, 2009 by Vanguard Natural Resources, LLC from Segundo Navarro Drilling, Ltd. (the Partnership), for the years ended December 31, 2008 and 2007. These financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. The Partnership is not required to have, nor were we engaged to perform an audit of the Partnership's internal control over financial reporting of the oil and gas properties purchased by Vanguard Natural Resources, LLC from the Partnership. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Partnership's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

The accompanying statement was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission for inclusion in Vanguard Natural Resources, LLC's Form 8-K/A and is not intended to be a complete financial presentation of the properties described above.

In our opinion, the financial statement referred to above presents fairly, in all material respects, the combined revenues and direct operating expenses of the oil and gas properties purchased August 17, 2009 by Vanguard Natural Resources, LLC from the Partnership for the years ended December 31, 2008 and 2007, in conformity with U.S. generally accepted accounting principles.

/s/ **BKD, LLP**

September 15, 2009
San Antonio, Texas

STATEMENT OF COMBINED REVENUES AND DIRECT OPERATING EXPENSES OF THE OIL AND GAS PROPERTIES PURCHASED AUGUST 17, 2009 BY VANGUARD NATURAL RESOURCES, LLC, FROM SEGUNDO NAVARRO DRILLING, LTD.

(in thousands)

	For the Year Ended December 31, 2008	For the Year Ended December 31, 2007	For the Six Months Ended June 30, 2009	For the Six Months Ended June 30, 2008
			(Unaudited)	(Unaudited)
Revenues	$ 27,314	$ 18,403	$ 4,879	$ 15,284
Direct operating expenses	(4,797)	(4,251)	(2,050)	(2,660)
Excess of revenues over direct operating expenses	$ 22,517	$ 14,152	$ 2,829	$ 12,624

The accompanying notes are an integral part of this financial statement.

Note 1: THE PROPERTIES

On August 17, 2009, Vanguard Natural Resources, LLC ("Vanguard"), through its wholly-owned subsidiary Vanguard Permian, LLC, consummated a transaction to purchase oil and natural gas producing properties in south Texas (the "Properties"), from Segundo Navarro Drilling, Ltd. a wholly-owned affiliate of the Lewis Energy Group ("Lewis"). The transaction was subject to normal closing adjustments, with an effective date of July 1, 2009. After consideration of preliminary closing adjustments of approximately $1.8 million, total consideration for the Properties was $50.5 million in cash.

Note 2: BASIS FOR PRESENTATION

During the periods presented, the Properties were not accounted for or operated as a separate division by Lewis. Certain costs, such as depreciation, depletion and amortization, interest, accretion, general and administrative expenses, and corporate income taxes were not allocated to the individual properties. Accordingly, full separate financial statements prepared in accordance with accounting principles generally accepted in the United States do not exist and are not practicable to obtain in these circumstances.

Revenues and direct operating expenses included in the accompanying statement represent Vanguard's net working interest in the properties acquired for the years ending December 31, 2008 and 2007 and the first six months of 2009 and 2008 prior to the closing date and are presented on the accrual basis of accounting. Depreciation, depletion and amortization, interest, accretion, general and administrative expenses and corporate income taxes have been excluded. The revenues and direct operating expenses exclude historical gains and losses from derivative contracts. Lewis's hedge activity is based on total anticipated production rather than individual wells or fields. Therefore, gains and losses for specific properties are not readily determinable. The financial statements presented are not indicative of the results of operations of the acquired properties going forward due to changes in the business including new commodity derivatives and inclusion of the above mentioned expenses.

Note 3: COMMITMENTS AND CONTINGENCIES

Pursuant to the terms of the Purchase and Sale Agreement between Vanguard and Lewis, any claims, litigation or disputes pending as of the effective date (July 1, 2009) or any matters arising in connection with ownership of the properties prior to the effective date are retained by Lewis. Notwithstanding this indemnification, Vanguard is not aware of any legal, environmental or other commitments or contingencies that would have a material effect on the statement of combined revenues and direct operating expenses.

COMBINED REVENUES AND DIRECT OPERATING EXPENSES OF THE OIL AND GAS PROPERTIES PURCHASED AUGUST 17, 2009 BY VANGUARD NATURAL RESOURCES, LLC FROM SEGUNDO NAVARRO DRILLING, LTD.

SUPPLEMENTAL OIL AND GAS INFORMATION

(UNAUDITED)

December 31, 2008 and 2007

OIL AND GAS RESERVE INFORMATION

Proved oil and gas reserve quantities are based on internal estimates prepared by Vanguard and from information provided by Lewis, in accordance with guidelines established by the Securities and Exchange Commission.

There are numerous uncertainties inherent in estimating quantities of proved reserves and projecting future rates of production and timing of development expenditures. The following reserve data represents estimates only and should not be construed as being exact.

(*in thousands*)	**Natural Gas**	**Crude Oil and Natural Gas Liquids**
	(MMcf)	(Mbbl)
Total proved reserves:		
Balance, December 31, 2006	29,236	197
Production	(2,709)	(48)
Revisions of previous estimates	(1,696)	25
	24,831	174
Balance, December 31, 2007		
Production	(2,941)	(54)
Revisions of previous estimates	1,992	(8)
Balance, December 31, 2008	23,882	112
Proved developed reserves:		
Proved developed producing	19,626	141
Proved developed non-producing	1,319	9
Balance, December 31, 2007	20,945	150
Proved developed producing	15,845	70
Proved developed non-producing	1,319	9
Balance, December 31, 2008	17,164	79

COMBINED REVENUES AND DIRECT OPERATING EXPENSES OF THE OIL AND GAS PROPERTIES PURCHASED AUGUST 17, 2009 BY VANGUARD NATURAL RESOURCES, LLC FROM SEGUNDO NAVARRO DRILLING, LTD.

SUPPLEMENTAL OIL AND GAS INFORMATION

(UNAUDITED)

December 31, 2008 and 2007

FUTURE NET CASH FLOWS

Future cash inflows are based on year-end oil and gas prices except in those instances where future natural gas or oil sales are covered by physical contract terms providing for higher or lower amounts. For the December 31, 2008 and 2007 calculations in the following table, estimated future cash inflows from estimated future production of proved reserves were computed using year-end prices of $5.46 and $6.49 per MMBtu for natural gas for 2008 and 2007, respectively, and $38.34 and $88.86 per barrel of oil for 2008 and 2007, respectively. Operating costs, production and ad valorem taxes and future development costs are based on current costs with no escalation.

The following table sets forth unaudited information concerning future net cash flows for oil and gas reserves. Future income tax expense has not been computed as Vanguard is not a tax paying entity. This information does not purport to present the fair market value of Vanguard's oil and gas assets, but does present a standardized disclosure concerning possible future net cash flows that would result under the assumptions used.

(in thousands)	December 31, 2008	December 31,2007
Future cash inflows	$ 171,594	$ 222,213
Future production costs	(59,009)	(56,359)
Future development costs	(12,840)	(7,580)
Future net cash flows	99,745	158,274
10 percent annual discount for estimated timing of cash flows	(52,407)	(76,666)
Discounted future net cash flows	$ 47,338	$ 81,608

COMBINED REVENUES AND DIRECT OPERATING EXPENSES OF THE OIL AND GAS PROPERTIES PURCHASED AUGUST 17, 2009 BY VANGUARD NATURAL RESOURCES, LLC FROM SEGUNDO NAVARRO DRILLING, LTD.

SUPPLEMENTAL OIL AND GAS INFORMATION

(UNAUDITED)

December 31, 2008 and 2007

The following table sets forth the principal sources of change in discounted future net cash flows for the years ended December 31, 2008 and 2007.

(in thousands)	**2008**	**2007**
Beginning of Year	$ 81,608	$ 52,664
Sales, net of production costs	(22,517)	(14,152)
Net change in prices and production costs	(27,409)	29,068
Change in future development costs	(8,661)	(15)
Accretion of discount	8,161	5,266
Revision of quantity estimates	12,199	(8,401)
Change in production rates, timing and other	3,957	17,178
End of Year	$ 47,338	$ 81,608

EXHIBIT 99.2

Vanguard Natural Resources, LLC and Subsidiaries

Unaudited Pro Forma Consolidated Balance Sheet

The Company acquired certain producing natural gas and oil properties and related assets and liabilities from Lewis on August 17, 2009, with an effective date of July 1, 2009. The following pro forma consolidated balance sheet has been prepared to reflect the acquisition as if it occurred on June 30, 2009. Additionally, the following pro forma consolidated balance sheet includes the effects of the Company's public equity offering of 3.5 million common units and the borrowings under the Company's reserve-based credit facility used in order to finance the acquisition. This unaudited pro forma balance sheet has been prepared for comparative purposes only and may not reflect what would have occurred if the Company had completed the acquisition at an earlier date. This pro forma balance sheet should be read in conjunction with the audited December 31, 2008 and unaudited June 30, 2009 consolidated financial statements of Vanguard Natural Resources, LLC. Pro forma statements of operations have not been provided as the use of forward-looking information regarding the revenues and expenses of the acquired natural gas and oil properties, as reorganized under our company structure and management, would be necessary to meaningfully present the effects of the acquisition.

Vanguard Natural Resources, LLC and Subsidiaries
Unaudited Pro Forma Consolidated Balance Sheet
As of June 30,

(*in thousands*)

	Vanguard Historical 2009	Pro Forma Adjustments	Vanguard Pro Forma As Adjusted 2009
Assets			
Current assets			
Cash and cash equivalents	$ 3,715	$ 53,683 (a) (50,827) (b)	$ 6,571
Trade accounts receivable, net	4,563		4,563
Derivative assets	21,538	3,717 (b)	25,255
Other receivables	3,160		3,160
Other currents assets	691	187 (b)	878
Total current assets	33,667	6,760	40,427
Natural gas and oil properties, at cost	287,389	54,942 (b)	342,331
Accumulated depreciation	(172,303)		(172,203)
Natural gas and oil properties, net – full cost method	115,086	54,942	170,028
Other assets			
Derivative assets	10,824	411(b)	11,235
Deferred financing costs	709		709
Other assets	1,015		1,105
Total assets	$ 161,301	$ 62,113	$ 223,414
Liabilities and members' equity			
Current liabilities			
Accounts payable – trade	$ 427	$ —	$ 427
Accounts payable – natural gas and oil	1,113		1,113
Payables to affiliates	829		829
Derivative liabilities	156		156
Accrued expenses	3,673	298 (b)	3,971
Total current liabilities	6,198	298	6,496
Long-term debt	132,500	5,908(a)	138,408
Derivative liabilities	1,682		1,682
Asset retirement obligations	2,185	2,254(b)	4,439
Total liabilities	142,565	8,460	151,025
Commitments and contingencies			
Members' equity			
Members' capital, 12,145,873 pre-acquisition and 15,645,873 post-aquisition common units issued and outstanding at June 30, 2009	19,513	47,775(a) 5,878(b)	73,166
Class B units, 420,000 issued and outstanding at June 30, 2009	5,784		5,784
Other comprehensive loss	(6,561)		(6,561)
Total members' equity	18,736	53,653	72,389
Total liabilities and members' equity	$ 161,301	$ 62,113	$ 223,414

See notes to unaudited pro forma consolidated balance sheet

(a) To record the financing of the acquisition with proceeds from the Company's public equity offering of 3.5 million common units and borrowings under the Company's reserve-based credit facility.

(b) To record the acquisition of certain producing natural gas and oil properties, condensate in storage ($0.2 million asset), ad valorem tax accrual ($0.3 million liability), assumption of natural gas puts and swaps derivative contracts for gas production from August 2009 through December 2010 ($4.1 million asset) from Lewis and asset retirement obligation ($2.3 million liability) associated with the natural gas and oil properties acquired.

Total cash consideration was $50.5 million (after consideration of preliminary purchase price adjustments of approximately $1.8 million, which included the settlement of a derivative contract for the latter part of August in the amount of $0.3 million). The measurement of the fair value at acquisition date of the assets acquired as compared to the fair value of consideration transferred, adjusted for purchase price adjustments, resulted in a gain of $5.9 million, calculated in the following table. The gain resulted from the changes in natural gas and oil prices used to value the reserves.

		(in thousands)
Fair value of assets and liabilities acquired:		
Natural gas and oil properties	$	54,942
Derivative assets		4,128
Other currents assets		187
Accrued expenses		(298)
Asset retirement obligations		(2,254)
Total fair value of assets and liabilities acquired		56,705
Fair value of consideration transferred		50,827
Gain on acquisition	$	5,878