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**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): **August 18, 2009 (August 17, 2009)**

**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.)

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

On August 17, 2009, pursuant to a Purchase and Sale Agreement dated July 17, 2009 (the "Purchase Agreement"), Vanguard Natural Resources, LLC (the "Company"), and its wholly-owned subsidiary Vanguard Permian, LLC ("Vanguard Permian"), consummated the acquisition of certain producing natural gas and oil properties from Segundo Navarro Drilling, Ltd., an affiliate of the Lewis Energy Group ("Lewis"), in South Texas (the "Purchased Assets") for approximately \$52.25 million in cash (the "Acquisition").

The Purchased Assets 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. Lewis will continue to operate all of the wells acquired in this transaction. Based on the current net daily production of approximately 5,000 Mcfe, the properties have a reserve to production ratio of approximately 15 years.

The \$52.25 million 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 completed on August 12, 2009. The purchase price is subject to final purchase price adjustments to be determined based on an effective date of July 1, 2009.

Pursuant to closing, Lewis assigned and the Company assumed 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 in the acquired properties is hedged through 2011. A schedule of the hedges acquired and added in this transaction is shown below.

Hedging Schedule:

<b>Contract Period</b>	<b>Volume (MMBtu)</b>	<b>Price</b>
<b>Put and Swap Agreements Assumed:</b>		
August – December 2009	765,000	\$8.00
January – December 2010	949,000	\$7.50
<b>Collars Added:</b>		
January – December 2010	693,500	\$7.50 -
		\$8.50
January – December 2011	1,569,500	\$7.31 - \$8.31 (1)

(1) Weighted average pricing.

The parties have made customary representations, warranties, covenants and agreements in the Purchase Agreement.

The foregoing description of the Purchase Agreement is qualified in its entirety by reference to the full text of the Purchase Agreement, which is attached as Exhibit 10.1 to the Company's Form 8-K filed on July 21, 2009 and incorporated herein by reference.

**Item 7.01 Regulation FD Material.**

On August 18, 2009, 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.

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

(d) Exhibits.

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
Exhibit 99.1	Press Release dated August 18, 2009

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**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

August 18, 2009

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EXHIBIT INDEX

**EXHIBIT NUMBER**

**DESCRIPTION**

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Exhibit 99.1

Press Release dated August 18, 2009



## ***NEWS RELEASE***

### **Vanguard Natural Resources Announces Closing of South Texas Acquisition**

**Houston, August 18, 2009** – Vanguard Natural Resources, LLC (NYSE: VNR) (“Vanguard” or “Company”) today announced it has closed its previously announced acquisition of certain producing natural gas and oil properties in South Texas from an affiliate of Lewis Energy Group, L.P. (“Lewis”) for a purchase price of \$52.25 million in cash. After preliminary purchase price adjustments based on an effective date of July 1, 2009, Vanguard paid \$50.5 million in cash. The purchase price was funded from borrowings under our reserve-based credit facility and proceeds from the sale of 3.5 million common units completed on August 12, 2009.

The properties acquired have total estimated proved reserves of 27 Bcfe as of July 1, 2009, of which 94% is natural gas and 70% is proved developed. Lewis will operate all of the wells acquired in this transaction. Based on the current net daily production of approximately 5,000 Mcfe, the properties have a reserve to production ratio of approximately 15 years.

Mr. Scott W. Smith, President and CEO of Vanguard commented, “We are pleased to announce the closing of this transaction with Lewis, our South Texas operating partner. These properties exemplify the characteristics we are looking for when adding assets to our portfolio. They have a low decline rate, a long productive life, and have predictable operating costs. In addition, these properties will substantially increase our production and reserves and the value of the collateral backing our reserve-based credit facility.”

At closing, Vanguard assumed 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, Vanguard 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, we expect that approximately 90% of the estimated gas production from existing producing wells in the acquired properties is hedged through 2011. A schedule of the hedges assumed and added is shown below:

#### **Hedging Schedule**

<u>Period</u>	<u>Volume (MMbtu)</u>	<u>Hedge Pricing (\$)</u>
<b>ASSUMED:</b>		
August-December 2009	765,000 (5,000/day)	Put 8.00
2010	949,000 (2,600/day)	Swap 7.50
<b>ADDED:</b>		
2010	693,500 (1,900/day)	Collar 7.50-8.50
2011	1,569,500 (4,300/day)	Collar 7.31-8.31 (1)

(1) Weighted Average Pricing

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

Vanguard Natural Resources, LLC is a publicly traded limited liability company focused on the acquisition, production and development of natural gas and oil properties. The Company's assets consist primarily of producing and non-producing natural gas and oil reserves located in the southern portion of the Appalachian Basin, the Permian Basin, and South Texas. More information on the Company can be found at [www.vnrllc.com](http://www.vnrllc.com).

## **Forward-Looking Statements**

This press release includes "forward-looking statements" within the meaning of the federal securities laws. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. These statements include but are not limited to statements about the acquisition announced in this press release. These statements are based on certain assumptions made by the Company based on management's experience and perception of historical trends, current conditions, anticipated future developments and other factors believed to be appropriate. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Company, which may cause actual results to differ materially from those implied or expressed by the forward-looking statements. These include risks relating to financial performance and results, availability of sufficient cash flow to pay distributions and execute our business plan, prices and demand for oil, natural gas and natural gas liquids, our ability to replace reserves and efficiently develop our current reserves and other important factors that could cause actual results to differ materially from those projected as described in the Company's reports filed with the Securities and Exchange Commission. Please see "Risk Factors" in the Company's public filings.

Any forward-looking statement speaks only as of the date on which such statement is made and the Company undertakes no obligation to publicly correct or update any forward-looking statement, whether as a result of new information, future events or otherwise.

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