

**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): **March 25, 2011 (March 24, 2011)**

**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))
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**Item 8.01. Other Events.**

On March 24, 2011, Vanguard Natural Resources, LLC (“VNR”) delivered a formal proposal to the chairman of the Conflicts Committee (the “Conflicts Committee”) of Encore Energy Partners GP LLC (“ENP GP”), the general partner of Encore Energy Partners LP (“ENP”), to acquire all of the outstanding common units of ENP, for consideration of 0.72 common units of VNR for each outstanding common unit of ENP in a transaction to be structured as a merger of ENP with a wholly-owned subsidiary of VNR. The proposal of VNR is subject to customary terms and conditions, including applicable board and special committee approvals and the negotiation of definitive agreements. The Conflicts Committee of ENP GP has not responded to VNR at this time.

VNR owns 100 percent of ENP GP and owns approximately 46% of the outstanding common units of ENP.

A copy of the VNR press release dated March 25, 2011 announcing the proposal to ENP is attached to this current report on Form 8-K as Exhibit 99.1.

Forward-Looking Statements

*This current report on Form 8-K includes forward-looking statements. Except for the historical information contained herein, the matters discussed in this report are forward-looking statements that involve certain risks and uncertainties, such as VNR’s expectations regarding future results, capital expenditures, project completions, liquidity and financial market conditions. These risks and uncertainties include, among other things, whether the proposed transactions are consummated at all or on initial terms proposed and factors discussed in VNR’s filings with the U.S. Securities and Exchange Commission (“SEC”). If any of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results or outcomes may vary materially from those expected. VNR disclaims any intention or obligation to update publicly or reverse such statements, whether as a result of new information, future events or otherwise.*

Important Notice to Investors

*This current report on Form 8-K does not constitute an offer to sell any securities. Any such offer will be made only by means of a prospectus, and only if and when a definitive agreement has been entered into by VNR and ENP, pursuant to a registration statement filed with the SEC.*

*If the proposed merger is approved, a registration statement of VNR, which will include a joint proxy statement of ENP and VNR, which will also constitute a prospectus of VNR, and other materials will be filed with the SEC. IF AND WHEN APPLICABLE, INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ THE DOCUMENTS FILED WITH THE SEC REGARDING THE PROPOSED TRANSACTION WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT ENP, VNR AND THE PROPOSED MERGER. If and when applicable, investors and security holders may obtain a free copy of the joint proxy statement / prospectus and other documents containing information about ENP and VNR, without charge, at the SEC’s website at [www.sec.gov](http://www.sec.gov).*

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

(d) Exhibits.

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
Exhibit 99.1	Press Release dated March 25, 2011.

**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, Chief Executive Officer and Director

March 25, 2011

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**EXHIBIT INDEX**

**EXHIBIT NUMBER**

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**DESCRIPTION**

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Exhibit 99.1

Press Release dated March 25, 2011.



## ***NEWS RELEASE***

**Exhibit 99.1**

### **Vanguard Natural Resources Makes Offer to Acquire Remaining Interests in Encore Energy Partners LP**

**Houston, March 25, 2011** – Vanguard Natural Resources LLC (NYSE: VNR) (“Vanguard” or “the Company”) today announced that it has submitted a proposal to the chairman of the Conflicts Committee of the board of directors of the general partner of Encore Energy Partners LP (NYSE: ENP) (“ENP”) to purchase all of ENP’s outstanding publicly-held units through a unit-for-unit exchange. Subject to negotiation and execution of a definitive agreement, Vanguard would offer 0.72 Vanguard common unit for each outstanding publicly-held ENP common unit as part of a transaction that would be structured as a merger of ENP with a wholly-owned subsidiary of the Company.

“We are looking forward to working with the Conflicts Committee of ENP to reach an agreement that is beneficial to the unitholders of both VNR and ENP” said Loren Singletary, Chairman of the Company’s Conflicts Committee.

Vanguard owns 100 percent of the general partner of ENP and owns approximately 46% of the outstanding common units of ENP.

#### **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, South Texas and Mississippi. The Company owns 100 percent of the general partner of ENP and owns approximately 46% of the outstanding common units of ENP.

The Company’s principal executive offices are located at 5847 San Felipe, Suite 3000, Houston Texas 77057 and its telephone number is (832) 327-2255.

#### **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 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 the Company’s business plan, prices and demand for oil, natural gas and natural gas liquids, the Company’s ability to replace reserves and efficiently develop its current reserves and other important factors that could cause actual results to differ materially from those projected, as described more fully in the Company’s Annual Report on Form 10-K for the year ended December 31, 2010 and other reports filed with the Securities and Exchange Commission (the “SEC”).

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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*This communication does not constitute an offer to sell any securities. Any such offer will be made only by means of a prospectus, and only if and when a definitive agreement has been entered into by ENP and the Company, pursuant to a registration statement filed with the Securities and Exchange Commission ("SEC"). If the proposed merger is approved, a registration statement of the Company, which will include a joint proxy statement of ENP and the Company, which will also constitute a prospectus of the Company, and other materials will be filed with the SEC. IF AND WHEN APPLICABLE, INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ THE DOCUMENTS FILED WITH THE SEC REGARDING THE PROPOSED TRANSACTION WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT ENP, THE COMPANY AND THE PROPOSED MERGER. If and when applicable, investors and security holders may obtain a free copy of the joint proxy statement / prospectus and other documents containing information about ENP and the Company, without charge, at the SEC's website at [www.sec.gov](http://www.sec.gov).*

INVESTOR CONTACT:

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