

**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)**

**Encore Energy Partners LP**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
incorporation)

**001-33676**  
(Commission File Number)

**20-8456807**  
(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 unit 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 is currently considering the proposal and expects to respond to VNR in due course.

A copy of the ENP press release dated March 25, 2011 announcing the receipt of VNR’s proposal 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 ENP’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 transaction is consummated at all or on initial terms proposed and factors discussed in ENP’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. ENP 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.

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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.

**ENCORE ENERGY PARTNERS LP**

**BY:   Encore Energy Partners GP LLC,  
      its general partner**

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**

**DESCRIPTION**

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Exhibit 99.1

Press Release dated March 25, 2011.



Exhibit 99.1

## **Encore Energy Partners Receives Buyout Offer from Vanguard Natural Resources**

**Houston, March 25, 2011** – Encore Energy Partners LP (NYSE: ENP) (“Encore Energy Partners”) today announced that the chairman of the Conflicts Committee of the board of directors of Encore Energy Partners’ general partner received a proposal from Vanguard Natural Resources LLC (NYSE: VNR) (“VNR”) whereby VNR would acquire all of the outstanding, publicly-held Encore Energy Partners common units VNR does not already own through a unit-for-unit exchange. Subject to negotiation and execution of a definitive agreement, VNR is proposing consideration of 0.72 VNR common units for each outstanding publicly-held Encore Energy Partners common unit. The proposed transaction would be structured as a merger of Encore Energy Partners with a wholly-owned subsidiary of VNR.

The proposal was referred to a committee of independent directors of the general partner which will study, review and evaluate the proposal. There can be no assurance that a definitive agreement will be executed or that any transaction will be approved or consummated.

VNR owns 100 percent of the general partner of Encore Energy Partners and owns approximately 46% of the outstanding common units of Encore Energy Partners.

### **About Encore Energy Partners LP**

Encore Energy Partners LP is a publicly traded master limited partnership focused on the acquisition, production, and development of oil and natural gas properties. Encore Energy Partners’ assets consist primarily of producing and non-producing oil and natural gas properties in the Big Horn Basin in Wyoming and Montana, the Williston Basin in North Dakota and Montana, the Permian Basin in West Texas and New Mexico, and the Arkoma Basin in Arkansas and Oklahoma. More information on Encore Energy Partners can be found at [www.encoreenp.com](http://www.encoreenp.com).

### **Forward-Looking Statements**

This press release includes forward-looking statements, which give Encore Energy Partners’ current expectations or forecasts of future events based on currently available information. Forward-looking statements are statements that are not historical facts, including possible future transactions (including the timing or effects thereof), potential changes in Encore Energy Partners’ current business plan, increases in unitholder value, expected distributions, the benefits, timing, and mix of acquisitions, expected production volumes, expenses, taxes, capital expenditures, and differentials. These risks and uncertainties include, among other things, whether the proposed transaction is consummated at all or on the initial terms proposed and other factors detailed in Encore Energy Partners’ most recent Form 10-K and other filings with the Securities and Exchange Commission. If any of these risks or uncertainties materialize (or the consequences of such a development changes), or should underlying assumptions prove incorrect, actual outcomes may vary materially from those forecasted or expected. Encore Energy Partners undertakes no obligation, and disclaims any intention, to publicly update or revise any forward-looking statements.

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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 Encore Energy Partners and VNR, pursuant to a registration statement filed with the Securities and Exchange Commission ("SEC"). If the proposed merger is approved by the general partner of Encore Energy Partners, a registration statement of VNR, which will include a joint proxy statement of Encore Energy Partners 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 ENCORE ENERGY PARTNERS, 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 Encore Energy Partners and VNR, without charge, at the SEC's website at [www.sec.gov](http://www.sec.gov).*

INVESTOR CONTACT:

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