

EAGLE ROCK ENERGY PARTNERS L P

Form 4

October 08, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMSON HERBERT C III2. Issuer Name **and** Ticker or Trading
Symbol
**EAGLE ROCK ENERGY
PARTNERS L P [EROC]**5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
10/08/2015☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)**EAGLE ROCK ENERGY
PARTNERS, L.P., P.O., BOX 2968**

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**HOUSTON, TX 77252**

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units Representing Limited Partner Interests	10/08/2015		D		86,704	D	
					<u>(1)</u> <u>(2)</u> <u>(3)</u>	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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displays a currently valid OMB control**SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V	(A)	(D)	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMSON HERBERT C III EAGLE ROCK ENERGY PARTNERS, L.P., P.O. BOX 2968 HOUSTON, TX 77252	X			

Signatures

/s/ Charles C. Boettcher,
Attorney-In-Fact

10/08/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On October 8, 2015, pursuant to the Agreement and Plan of Merger dated as of May 21, 2015 (the "Merger Agreement"), by and among Eagle Rock Energy Partners, L.P. (the "Partnership"), Eagle Rock Energy GP, L.P., Vanguard Natural Resources, LLC ("Vanguard") and Talon Merger Sub, LLC ("Merger Sub"), Merger Sub merged with and into the Partnership (the "Merger"), with the Partnership continuing as the surviving entity and as a wholly owned indirect subsidiary of Vanguard.

(2) Pursuant to the Merger Agreement, each Partnership common unit issued and outstanding immediately prior to the effective time of the Merger was converted at such time into the right to receive 0.185 Vanguard common units or, in the case of fractional Vanguard common units, cash (without interest and rounded up to the nearest whole cent) in an amount equal to the product of (i) such fractional part of a Vanguard common unit multiplied by (ii) the average closing price for a Vanguard common unit as reported on the NASDAQ Global Select Market for the ten consecutive full trading days ending at the close of trading on October 7, 2015. On the effective date of the Merger, the closing price of a Vanguard common unit was \$9.31.

(3) Pursuant to the Merger Agreement, the vesting of Partnership restricted units held at the effective time by a member of the Partnership's board of directors was accelerated by the Partnership in accordance with the terms of the Partnership Long-Term Incentive Program and

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the applicable award agreements, and such Partnership restricted units were converted into Vanguard restricted units equal to the result of (i) the number of Partnership restricted units subject to such award multiplied by (ii) 0.185, rounded down to the nearest whole Vanguard restricted unit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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