

Atlas Resource Partners, L.P.

Form 3

August 03, 2012

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â R/C Energy IV TGP
Holdings, L.P.

(Last) (First) (Middle)

C/O RIVERSTONE HOLDINGS
LLC,Â 712 FIFTH AVENUE,
51ST FLOOR

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
07/25/20123. Issuer Name **and** Ticker or Trading Symbol
Atlas Resource Partners, L.P. [ARP]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Units

3,796,899

I

See Footnote ⁽¹⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial
Ownership

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		(Instr. 4)					(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)		
Preferred Units	07/25/2012 ⁽²⁾	Common Units	3,796,899 ⁽²⁾	\$ 26.3	I		See Footnote ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
R/C Energy IV TGP Holdings, L.P. C/O RIVERSTONE HOLDINGS LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
R/C Energy GP IV, LLC C/O RIVERSTONE HOLDINGS LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
Riverstone/Carlyle Energy Partners IV, L.P. C/O RIVERSTONE HOLDINGS LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		

Signatures

/s/ Tom Walker, on behalf of R/C Energy GP IV, LLC, the general partner of Riverstone/Carlyle Energy Partners IV, L.P., the general partner of R/C Energy TGP Holdings, L.P. 07/31/2012

____Signature of Reporting Person Date

/s/ Tom Walker, on behalf of R/C Energy GP IV, LLC, the general partner of Riverstone/Carlyle Energy Partners IV, L.P. 07/31/2012

____Signature of Reporting Person Date

/s/ Tom Walker, on behalf of R/C Energy GP IV, LLC 07/31/2012

____Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

These securities are directly held by R/C Energy TGP Holdings IV, L.P. ("TGP Holdings"). Riverstone/Carlyle Energy Partners IV, L.P. ("TGP Holdings GP") is the general partner of TGP Holdings. R/C Energy GP IV, LLC ("Ultimate GP") is the general partner of TGP Holdings GP. TGP Holdings GP and Ultimate GP may be deemed to have indirect ownership of these securities through TGP Holdings.

The preferred units are convertible at the holder's option into a number of common units equaling \$26.03 plus any accrued dividend in respect of such unit divided by \$26.03, at any time on or before July 25, 2015. Any preferred units not previously converted will convert into common units on July 25, 2015.

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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