

Atlas Resource Partners, L.P.
 Form 4
 September 01, 2016

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

OMB APPROVAL
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Check this box 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 *
 COHEN EDWARD E

(Last) (First) (Middle)
 1845 WALNUT STREET, 10TH FLOOR
 (Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Atlas Resource Partners, L.P. [ARPJ]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/01/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 09/01/2016 | | J | | 199,797 | <u>D</u> (1) | <u>(1)</u> 0 | D |
| Common Units | 09/01/2016 | | J | | 310,344 | <u>D</u> (1) | <u>(1)</u> 0 | I By Foundation (2) |
| Common Units | 09/01/2016 | | J | | 40,896 | <u>D</u> (1) | <u>(1)</u> 0 | I By Partnership (3) |
| Common Units | 09/01/2016 | | J | | 7,510 | <u>D</u> (1) | <u>(1)</u> 0 | I By Trust |
| | 09/01/2016 | | J | | 6,869 | | <u>(1)</u> 0 | I |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|-----------------|------------|---|---|-----------------|
| Common Units | | | | | <u>D</u> (1) | | | | By Spouse Trust |
| Common Units | 09/01/2016 | | J | 766 | <u>D</u> (1) | <u>(1)</u> | 0 | I | By Family Trust |
| Common Units | 09/01/2016 | | J | 2,680 | <u>D</u> (1) | <u>(1)</u> | 0 | I | By Spouse IRA |
| Common Units | 09/01/2016 | | J | 5,881 | <u>D</u> (1) | <u>(1)</u> | 0 | I | By IRA |

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

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.

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(9-02)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| COHEN EDWARD E 1845 WALNUT STREET 10TH FLOOR PHILADELPHIA, PA 19103 | X | | Chairman | |

Signatures

Lisa Washington,
attorney-in-fact

09/01/2016

__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).

On August 26, 2016, an order confirming the pre-packaged plan of reorganization (the "Plan") of Atlas Resource Partners, L.P. (the "Partnership") and certain of its subsidiaries was entered by the United States Bankruptcy Court for the Southern District of New York.

- (1) On September 1, 2016, the Plan became effective pursuant to its terms and all of the Partnership's equity was cancelled without the receipt of any consideration.
- (2) The reporting person is a co-trustee of Arete Foundation, a charitable foundation. The reporting person disclaims beneficial ownership to these units.
- (3) The reporting person and his spouse are the sole shareholders, officers and directors of the corporate general partner of Solomon Investment Partnership, L.P., a limited partnership, and are the sole partners of the partnership.

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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