

Atlas Resource Partners, L.P.  
Form 8-K  
February 28, 2012

**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): February 27, 2012**

Commission File Number: 1-35317

**Atlas Resource Partners, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

**45-3591625**  
(IRS Employer)

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of incorporation)

Identification No.)

**Park Place Corporate Center One**

**1000 Commerce Drive, Suite 400**

**Pittsburgh, PA 15275**

(Address of principal executive offices) (Zip code)

(Registrant's telephone number, including area code: (800) 251-0171

(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))

**Item 2.02. Results of Operations and Financial Condition.**

On February 27, 2012, Atlas Energy, L.P. issued an earnings release announcing its financial results for the fourth quarter and full year of 2011, including financial results for the assets that will become assets of Atlas Resource Partners, L.P. ( ARP ) following the distribution of ARP common units by Atlas Energy, L.P., as previously announced. A copy of the earnings release is included as Exhibit 99.1 and is incorporated herein by reference.

The information provided in this Item 2.02 (including Exhibit 99.1) shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference in any filing made by the Registrant pursuant to the Securities Act of 1933, as amended, other than to the extent that such filing incorporates by reference any or all of such information by express reference thereto.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Atlas Energy, L.P. Press Release dated February 27, 2012

**Signature(s)**

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.

ATLAS RESOURCE PARTNERS, L.P.

By: Atlas Resource Partners GP, LLC, its general partner

By: Atlas Energy, L.P., its sole member

By: Atlas Energy GP, LLC, its general partner

By: /s/ Lisa Washington  
Lisa Washington  
Vice President, Chief Legal Officer and Secretary

February 27, 2012