

Titan Energy, LLC  
Form S-8 POS  
September 07, 2016

As filed with the Securities and Exchange Commission on September 7, 2016

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT NO. 333-180209**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**ATLAS RESOURCE PARTNERS, L.P.**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Atlas Resource Partners, L.P. 2012 Long-Term Incentive Plan**  
**(Full title of the plan)**

**Delaware**  
**(State or other jurisdiction of**

**45-3591625**  
**(I.R.S. Employer**

<b>incorporation or organization)</b>	<b>Identification Number)</b>
	<b>Edward E. Cohen</b>
<b>Park Place Corporate Center One</b>	<b>Park Place Corporate Center One</b>
<b>100 Commerce Drive, Suite 400</b>	<b>100 Commerce Drive, Suite 400</b>
<b>Pittsburgh, PA 15275</b>	<b>Pittsburgh, PA 15275</b>
<b>(800) 251-0171</b>	<b>(800) 251-0171</b>
<b>(Address, including zip code, and telephone</b>	<b>(Name, address, including zip code, and telephone</b>
<b>number, including area code, of registrant s</b>	<b>number, including area code,</b>
<b>principal executive offices)</b>	<b>of agent for service)</b>

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input checked="" type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the following Registration Statement on Form S-8 (the Registration Statement ), originally filed by Atlas Resource Partners, L.P., a Delaware limited partnership (the Partnership ), with the Securities and Exchange Commission:

Registration Statement No. 333-180209, filed on March 19, 2012, registering 2,900,000 common units representing limited partner interests of the Partnership under the Atlas Resource Partners, L.P. Long-Term Incentive Plan.

On August 26, 2016, an order confirming the pre-packaged plan of reorganization (the Plan ) of the Partnership and certain of its subsidiaries (collectively with the Partnership, Atlas ) was entered by the United States Bankruptcy Court for the Southern District of New York. On September 1, 2016, Atlas substantially consummated the Plan and emerged from their Chapter 11 cases. As part of the transactions undertaken pursuant to the Plan, the Partnership's equity was cancelled, the Partnership dissolved and Titan Energy, LLC, an affiliate of the Partnership, became the successor issuer to the Partnership pursuant to Rule 12g-3 of the Securities Exchange Act of 1934, as amended.

As a result of the completion of the transactions contemplated by the Plan, the Partnership has terminated all offerings of securities pursuant to the Registration Statement. In accordance with an undertaking made by the Partnership in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of such offering, the Partnership hereby removes from registration by means of this Post-Effective Amendment No. 1 all of such securities registered but unsold under the Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Philadelphia, Commonwealth of Pennsylvania on September 7, 2016.

**TITAN ENERGY, LLC,**  
as successor to Atlas Resource Partners,  
L.P.

By: /s/ Jeffrey M. Slotterback  
Name: Jeffrey M. Slotterback  
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statements on Form S-8 has been signed below by the following persons in the capacities and on the dates indicated below.

/s/ Daniel C. Herz		September 7, 2016
Daniel C. Herz	Chief Executive Officer and Director (Principal Executive Officer)	
/s/ Jeffrey M. Slotterback		September 7, 2016
Jeffrey M. Slotterback	Chief Financial Officer and Director (Principal Financial Officer)	
/s/ Matthew J. Finkbeiner		September 7, 2016
Matthew J. Finkbeiner	Chief Accounting Officer (Principal Accounting Officer)	
/s/ Edward E. Cohen		September 7, 2016
Edward E. Cohen	Executive Chairman of the Board	
/s/ Jonathan Z. Cohen		September 7, 2016
Jonathan Z. Cohen	Executive Vice Chairman of the Board	