

New Gold Inc. /FI
Form 6-K
July 31, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of July 2013.

Commission File Number 001-31722

New Gold Inc.

Suite 1800 555 Burrard Street

Vancouver, British Columbia V7XC 1M9

Canada

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(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F. Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

DOCUMENTS FILED AS PART OF THIS FORM 6-K

Exhibit See the attached Exhibit Index

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SIGNATURES

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, thereunto duly authorized.

NEW GOLD INC.

By:

/s/ Lisa Damiani

Date: July 31, 2013

Lisa Damiani, Vice President, General Counsel, and Corporate Secretary

Exhibit Index

Exhibit	Description
99.1	Readdressed Rainy River Technical Report July 31, 2013
99.2	Certificate of qualified person - Colin Hardie
99.3	Certificate of qualified person - David Runnels
99.4	Certificate of qualified person - Patrice Live
99.5	Certificate of qualified person - Sheila E. Daniel
99.6	Certificate of qualified person - David G. Ritchie
99.7	Certificate of qualified person - Adam Coulson
99.8	Certificate of qualified person - Glen Cole
99.9	Certificate of qualified person - Dorota El-Rassi
99.10	Certificate of qualified person - Donald Tolfree
99.11	Consent of qualified person - Colin Hardie
99.12	Consent of qualified person - David Runnels
99.13	Consent of qualified person - Patrice Live
99.14	Consent of qualified person - Sheila E. Daniel
99.15	Consent of qualified person - David G. Ritchie
99.16	Consent of qualified person - Adam Coulson
99.17	Consent of qualified person - Glen Cole
99.18	Consent of qualified person - Dorota El-Rassi
99.19	Consent of qualified person - Donald Tolfree

e="font-size:1.0pt;">
60,000

George A. Alcorn

2,000

10,000

12,000

	Units (1)	Options Currently Exercisable Or Within 60 Days	Class C Units	Total Units and Unit Based Holdings
Terrence S. Jacobs	4,750	10,000		14,750
Jeffrey C. Swoveland		10,000		10,000
Alan L. Smith (1)	10,147,085			10,147,085
All Directors and executive officers as a group (12)	15,719,563	176,417		15,895,980

(1) Based solely on information furnished in the Schedule 13D/A (Amend. No. 1) filed by Quantum Energy Partners and certain of its affiliates with the SEC on February 17, 2006 and a Form 3 filed by Mr. Smith with the SEC on June 14, 2006. Mr. Alan L. Smith, a director of our company, is also a Managing Partner of Quantum Energy Partners, and can be deemed to beneficially own the units held by Quantum Energy Partners. Mr. Smith disclaims beneficial ownership in the reported securities in excess of his indirect pecuniary interest in the securities.

(2) Includes the 625,781 unit award to Mr. Linn, which was issued and immediately vested on January 20, 2007 under the terms of his employment agreement. In accordance with the LTIP, 226,561 units were redeemed for the satisfaction of statutory tax withholding and as such, of this award 399,220 units remain outstanding.

(3) Mr. Rockov has pledged his vested 228,910 units to secure a personal line of credit.

Securities Authorized for Issuance Under Equity Compensation Plans

The LTIP limits the number of units that may be awarded to 3.9 million units, provided that no more than 1.5 million (increased from 500,000 units by a January 2007 plan amendment approved by the unitholders) may be issued as restricted units.

Of the 930,500 unit options outstanding at December 31, 2006, none were vested and exercisable. Option awards are exercisable in three equal amounts of 310,167 in 2008, 2009 and 2010, respectively.

The Long-Term Incentive Plan is effective until termination of the Plan by the Compensation Committee. For additional information regarding the Plan and related equity awards, see Note 7 of the Notes to Consolidated Financial Statements included under Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2006.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth certain information as of December 31, 2006 regarding our LTIP, under which our units are authorized for issuance to our employees, consultants, affiliates and directors.

	Number of Securities to be Issued upon Exercise/Vesting of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Units Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Units Reflected in Column (a))
		(a)	
Equity compensation plans approved by unitholders			
Equity compensation plan not approved by unitholders:			
Unit option awards	930,500	24.24	729,264
Units	740,236		
Restricted units	498,909		1,001,091
Total	2,169,645	\$ 10.40	1,730,355

Our LTIP limits the number of units that may be awarded to 3.9 million units, provided that no more than 1.5 million (increased from 500,000 units by a January 2007 plan amendment approved by the unitholders) may be issued as restricted units. Of the 930,500 unit options outstanding at December 31, 2006, none were vested and exercisable. Option awards are exercisable in three equal amounts of 310,167 in 2008, 2009 and 2010, respectively.

Our LTIP is effective until termination of the Plan by the Compensation Committee. For additional information regarding the Plan and related equity awards, please read Note 7 of the Notes to Consolidated Financial Statements included under Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2006.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth as of the Record Date the number of units beneficially owned by: (i) each person who is known to us to beneficially own more than 5% of a class of units; (ii) the current directors and nominees of our Board of Directors; (iii) each executive officer named in the 2006 Summary Compensation Table included under Executive Compensation ; and (iv) all current directors and executive officers as a group. We obtained certain information in the table from filings made with the SEC. Unless otherwise noted, each beneficial owner has sole voting power and sole investment power.

Name of Beneficial Owner	Units Beneficially Owned	Percentage of Units Beneficially Owned	
Quantum Energy Partners (1)	10,144,585	17.6	%
Michael C. Linn (2)(3)	4,211,342	7.3	%
Kolja Rockov (2)(4)	483,764	*	
Mark E. Ellis (2)(3)	200,000	*	
Lisa D. Anderson (2)(3)	65,000	*	
Roland Chip P. Keddie (2)	490,622	*	
Charlene Ripley (2)(3)	30,000	*	
Thomas A. Lopus (2)(3)	35,000	*	
Arden Walker (2)(3)	50,000	*	
George A. Alcorn	2,000	*	
Terrence S. Jacobs	4,750	*	
Alan L. Smith (1)	10,147,085	17.6	%
Jeffrey C. Swoveland	-0-	*	
All executive officers and directors as a group (12 persons)	15,719,563	27.2	%

* Less than 1% of class.

(1) Based solely on information furnished in the Schedule 13D/A (Amend. No. 1) filed by QEP, QEM-LP and QEM-LLC (each as defined below) with the SEC on February 17, 2006 and a Form 3 filed by Mr. Smith with the SEC on June 14, 2006. Quantum Energy Partners owns its Units through Quantum Energy Partners II, LP (QEP). QEP is controlled by its general partner, Quantum Energy Management II, LP (QEM-LP), which is controlled by its general partner, Quantum Energy Management II, LLC (QEM-LLC), an affiliate of Quantum Energy Partners. Mr. Smith, a director of the Company, is also a Managing Partner of Quantum Energy Partners, and can be deemed to beneficially own the units held by QEP. Mr. Smith disclaims beneficial ownership in the reported securities in excess of his indirect pecuniary interest in the securities. Mr. Smith, QEP, QEM-LP and QEM-LLC can be contacted at the following address: c/o Quantum Energy Partners, 777 Walker Street, Suite 2530, Houston, Texas 77002.

(2) The address of each beneficial owner, unless otherwise noted, is c/o Linn Energy, LLC, 600 Travis, Suite 7000, Houston, Texas 77002.

(3) Includes unvested restricted Unit awards that vest in equal installments, generally over three years.

(4) Includes 114,455 restricted Units that vest in a final installment January 2008 and 400 Units as custodian under certain UGMA accounts for immediate family members as to which Mr. Rockov disclaims beneficial ownership. Mr. Rockov has pledged his vested 228,910 units to secure a personal line of credit.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

In the ordinary course of our business, we purchase products or services from, or engage in other transactions with, various third parties. Occasionally, these transactions may involve entities that are affiliated with one or more members of our Board of Directors. When they occur, these transactions are conducted in the ordinary course and on an arms-length basis.

Review and Approval of Related Party Transactions

We review all relationships and transactions in which our company and our directors and executive officers or their immediate family members are participants to determine whether such persons have a direct or indirect material interest. We have developed and implemented processes and controls to obtain information from our directors and executive officers with respect to related person transactions and for then determining, based on the facts and circumstances, whether we or a related person has a direct or indirect material interest in the transaction. As required under SEC rules, transactions that are determined to be directly or indirectly material to us or a related person are disclosed in our annual proxy statement. In addition, our Nominating and Governance Committee or Board of Directors (if appropriate) reviews and approves or ratifies any related person transaction that is required to be disclosed. In the course of its review and approval or ratification of a disclosable related party transaction, consideration is given to:

- the nature of the related person's interest in the transaction;
- the material terms of the transaction, including, without limitation, the amount and type of transaction;
- the importance of the transaction to the related person;
- the importance of the transaction to us;
- whether the transaction would impair the judgment of a director or executive officer to act in our best interest; and
- any other matters deemed appropriate.

Any director who is a related person with respect to a transaction under review may not participate in the deliberations or vote respecting approval or ratification of the transaction; provided, however, that such director may be counted in determining the presence of a quorum at the meeting where the transaction is considered.

Stakeholders Agreement

Prior to filing our registration statement relating to our initial public offering, we and all of the holders of pre-initial public offering membership interests in us, including Quantum Energy Partners, non-affiliated equity investors and certain members of our management, entered into an agreement relating to:

- the redemption and/or exchange, as applicable, of their respective membership interests in us;
- certain governance matters; and
- registration rights for the benefit of certain of our affiliates.

We refer to this agreement as our Stakeholders Agreement. The Stakeholders Agreement resulted from arm's-length negotiations among the parties, some of which are our affiliates. Toby R. Neugebauer, our former Chairman and Alan L. Smith, a current director, are principals of Quantum Energy Partners which is an affiliate of our company.

Redemption and Equity Exchange. Pursuant to the terms of the Stakeholders Agreement, at the closing of our initial public offering, a portion of our pre-offering members' membership interests were redeemed for cash with proceeds from the offering, and immediately following such redemption, the remaining membership interests of all our pre-offering members were exchanged for units. Each pre-offering member was allocated cash and/or units based on a formula tied to the initial public offering price of \$21.00 per unit. In addition, in connection with the exercise by the underwriters of their overallotment option in our initial public offering, Quantum Energy Partners and the pre-offering non-affiliated members of our company received cash in exchange for a portion of their units held immediately following our initial public offering.

Registration Rights. Pursuant to the Registration Rights Agreement, Quantum Energy Partners has the right to demand, for the benefit of itself and certain non-affiliated equity investors, the registration of the units acquired by them upon consummation of our initial public offering. Subject to the terms of the Registration Rights Agreement, Quantum Energy Partners and/or certain of its permitted transferees are entitled to make three such demands for registration. In addition, Quantum Energy Partners, the non-affiliated equity investors and/or their respective permitted transferees and certain officers of our company may include any of their units in a registration by us of other units, including units offered by us or any unitholder, subject to customary exceptions.

The following table sets forth the cash consideration and/or units received by related parties pursuant to the redemption transactions and equity exchange described above.

Related Party	Cash Consideration Received (in Millions)	Equity Consideration Received (Units)
Quantum Energy Partners (1)	\$ 108.6	10,144,585
Michael C. Linn	\$ 3.0	3,662,122
Gerald W. Merriam (2)		475,622
Roland Chip P. Keddie		475,622

(1) Amounts shown give effect to the redemption of a portion of such member's units with the proceeds received by us pursuant to the exercise by the underwriters of their over allotment option.

(2) Mr. Merriam resigned from our company in April 2006, at which time he was no longer considered a related party.

Other Transactions

For the year ended December 31, 2006, we made payments of approximately \$0.4 million to a company owned by our Chairman, President and Chief Executive Officer, Michael C. Linn. The payments reflect reimbursement for maintenance and hourly usage fees for business use of an aircraft that was partially owned by Mr. Linn. These costs are included in general and administrative expense on the consolidated statement of operations. The fees and expenses associated with the reimbursements were consummated on terms equivalent to those that prevail in arm's-length transactions. In the third quarter of 2006, we purchased an ownership interest in an airplane for corporate travel from a third party; therefore, these reimbursements will not be ongoing. Simultaneous with this transaction, Mr. Linn was able to fully liquidate the investment in the aircraft owned by his company.

Eric P. Linn serves as the President of Mid Atlantic Well Service, Inc., a wholly-owned subsidiary of Linn Energy, LLC. Eric P. Linn is the brother of our Chairman, President and Chief Executive Officer, Michael C. Linn. Eric P. Linn's 2006 cash compensation included an annual base salary of \$125,000 and an incentive payment of \$125,000. He was granted a unit option award of 20,000 options in December 2006 and a restricted unit award of 15,000 units in January 2007 in recognition of his 2006 performance. These awards have a combined grant date value of \$570,850. For 2007, his annual base salary was increased to \$175,000. In addition, he is provided with use of a company vehicle.

In January 2007, Penn West Storage, LLC, an indirect wholly-owned subsidiary of Linn Energy, LLC, entered into an agreement to acquire certain assets (the Field Assets) of an unaffiliated third party for a purchase price of approximately \$3.75 million. The closing of the transaction is subject to specified closing conditions including certain regulatory approvals. If the transaction is consummated, then Eric P. Linn will

receive

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approximately \$875,000 plus two percent of an 8/8ths overriding royalty on specified hydrocarbon production. In connection with commencing employment with our company in December 2005, Eric P. Linn assigned his indirect right to acquire the Field Assets for \$2.0 million to an unaffiliated third party (the Assignee). As consideration for the assignment, the Assignee has agreed to compensate Eric P. Linn, directly or indirectly, in the amount of 50 percent of any net profit from any subsequent sale or transfer by the Assignee of the right to acquire the Field Assets. The Board of Directors has determined that the purchase price consideration to be paid if and when the proposed acquisition is consummated is fair to our company, and resulted from a competitive negotiation process involving our company and other third party bidders.

Piggyback Registration Rights

In connection with the execution of Mr. Linn's employment agreement, we agreed to provide Mr. Linn with piggyback registration rights with respect to the units to be issued to him pursuant to the unit option and unit grant following the earlier to occur of 18 months after our initial public offering or the date on which Quantum Energy Partners holds less than 50% of the units it owned immediately following our initial public offering.

In connection with the execution of Mr. Rockov's employment agreement, we agreed to provide Mr. Rockov with piggyback registration rights with respect to the units to be issued to him pursuant to the unit option, unit grant and the restricted unit awards following the earlier to occur of 18 months after our initial public offering or the date on which Quantum Energy Partners holds less than 50% of the units it owned immediately following our initial public offering.

UNITHOLDER PROPOSALS AND DIRECTOR NOMINATIONS

Unitholders may propose matters to be presented at unitholders' meetings and may also recommend persons for nomination or nominate persons to be directors, subject to the formal procedures that have been established.

Proposals for 2008 Annual Meeting

Pursuant to rules promulgated by the SEC, any proposals of unitholders of our company intended to be presented at the Annual Meeting of Unitholders to be held in 2008 and included in our Proxy Statement and form of proxy relating to that meeting, must be received at our principal executive offices, 600 Travis, Suite 7000, Houston, Texas, 77002, no later than January 29, 2008, but no earlier than December 30, 2007. Such proposals must be in conformity with all applicable legal provisions, including Rule 14a-8 of the General Rules and Regulations under the Securities Exchange Act of 1934.

In addition to the SEC rules described in the preceding paragraph, pursuant to Section 11.13 of our limited liability company agreement, only proposals of business made in accordance with the following procedures are eligible for consideration by our unitholders at an annual meeting of unitholders. Proposals eligible for consideration by our unitholders at an annual meeting of unitholders may be made only (i) by or at the direction of our Board of Directors or (ii) by any holder of units who is entitled to vote at the meeting and who complied with the following notice procedures. For proposals to be properly brought before an annual meeting by a unitholder:

- (i) the unitholder must have given timely notice thereof in writing to our Corporate Secretary,
- (ii) such business must be a proper matter for unitholder action under our limited liability company agreement and the Delaware Act,
- (iii) if the unitholder, or the beneficial owner on whose behalf any such proposal is made, has provided us with a solicitation notice, such unitholder or beneficial owner must have delivered a proxy statement and form of proxy to holders of at least the percentage of outstanding units required under our limited liability company agreement or Delaware law to carry any such proposal, and must have included in such materials the solicitation notice, and
- (iv) if no solicitation notice relating thereto has been timely provided, the unitholder or beneficial owner proposing such business must not have solicited a number of proxies sufficient to have required the delivery of such a solicitation notice. Our limited liability company agreement provides that to be timely, a unitholder's notice must be delivered to our Corporate Secretary at our principal executive offices not less than 90 days or more than 120 days prior to the first anniversary of the date on which we first mailed our proxy materials for the preceding year's annual meeting. **For a proposal of business to be considered at the 2008 Annual Meeting of Unitholders, a unitholder's notice should be properly submitted to our Corporate Secretary at our principal executive offices, 600 Travis, Suite 7000, Houston, Texas, 77002, no later than January 29, 2008, but not earlier than December 30, 2007.**

A unitholder's notice to our Corporate Secretary must set forth (a) a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest in such business of such unitholder and the beneficial owner, if any, on whose behalf the proposal is made; and (b) as to the unitholder giving the notice and the beneficial owner, if any, on whose behalf the proposal is made (i) the name and address of such unitholder, as they appear on our books, and of such beneficial owner, (ii) the class and number of units which are owned beneficially and of record by such unitholder and such beneficial owner, and (iii) whether either such unitholder or beneficial owner intends to deliver a proxy statement and form of proxy to holders of at least the percentage of units required under our limited liability company agreement or Delaware law to carry the proposal.

Nominations for 2008 Annual Meeting and for Any Special Meeting

Pursuant to Section 11.13(b) of our limited liability company agreement, only persons who are nominated in accordance with the following procedures are eligible for election as directors. Nominations of persons for election to our Board of Directors may be made at a meeting of unitholders only (a) by or at the direction of our Board of Directors or (b) by any unitholder of our company: (i) who is entitled to vote at the meeting, (ii) who was a record holder of a sufficient number of units as of the record date for such meeting to elect one or more members to our Board of Directors assuming that such holder cast all of the votes it is entitled to cast in such election in favor of a single candidate and such candidate received no other votes from any other holder of units (or, in the case where such holder holds a sufficient number of units to elect more than one director, such holder votes its units as efficiently as possible for such candidates and such candidates receive no further votes from holders of outstanding units) and (iii) who complies with the following notice procedures. All nominations, other than those made by or at the direction of our Board of Directors, must be made pursuant to timely notice in writing to our Corporate Secretary. With respect to director elections held at our Annual Meetings, our limited liability company agreement provides that to be timely, a unitholder's notice must be delivered to our Corporate Secretary at our principal executive offices not less than 90 days or more than 120 days prior to the first anniversary of the date on which we first mailed our proxy materials for the preceding year's annual meeting. **For a nomination of any person for election to our Board of Directors to be considered at the 2008 Annual Meeting of Unitholders, it must be properly submitted to our Corporate Secretary at our principal executive offices, 600 Travis, Suite 7000, Houston, Texas, 77002, no later than January 29, 2008, but not earlier than December 30, 2007.** Our limited liability company also provides that unitholder nominations of persons for election to our Board of Directors may be made at a special meeting of unitholders at which directors are to be elected pursuant to our notice of meeting provided unitholder notice of the nomination is timely. To be timely, a unitholder's notice must be delivered to our Corporate Secretary not earlier than the ninetieth day prior to such special meeting and not later than the close of business on the later of the seventieth day prior to such special meeting or the tenth day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by our Board of Directors to be elected at such meeting.

A unitholder's notice to our Corporate Secretary must set forth (a) as to each person whom the unitholder proposes to nominate for election or reelection as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected; and (b) as to the unitholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made (i) the name and address of such unitholder as they appear on our books and of such beneficial owner, (ii) the class and number of units which are owned beneficially and of record by such unitholder and such beneficial owner, and (iii) whether either such unitholder or beneficial owner intends to deliver a proxy statement and form of proxy to holders of a sufficient number of holders of units to elect such nominee or nominees.

Recommendation of Director Candidates to the Nominating and Governance Committee

A unitholder or a group of unitholders may recommend potential candidates for consideration by the Nominating and Governance Committee by sending a written request to our Corporate Secretary not earlier than the 150th calendar day and not later than the 90th calendar day before the first anniversary of the mailing of the proxy materials in connection with the preceding year's annual meeting. Such written request must be sent to our principal executive offices, 600 Travis, Suite 7000, Houston, Texas 77002, Attn: Corporate Secretary. The written request must include the candidate's name, contact information, biographical information and qualifications. The request must also include the potential candidate's written consent to being named in the proxy statement as a nominee and to serving as a director if nominated and elected. Additional information may be requested from time to time by the committee from the nominee or the unitholder or group of unitholders.

SOLICITATION AND MAILING OF PROXIES

The expense of preparing, printing and mailing this Proxy Statement and the proxies solicited hereby will be borne by us. In addition to the use of the mail, proxies may be solicited by our representatives in person or by telephone, electronic mail or facsimile transmission. These representatives will not be additionally compensated for such solicitation, but may be reimbursed for out-of-pocket expenses incurred in connection therewith. If undertaken, we expect the expenses of such solicitation by our representatives to be nominal. We will also request brokerage firms, banks, nominees, custodians and fiduciaries to forward proxy materials to the beneficial owners of our units as of the Record Date and will provide reimbursement for the cost of forwarding the proxy materials in accordance with customary practice.

If a unitholder wishes to give such holder's proxy to someone other than the names appearing in the proxy card, the names appearing in the proxy card must be crossed out and the name of another individual or individuals (not more than three) inserted. The signed card must be presented at the Annual Meeting by the individual or individuals representing such unitholder.

As a matter of policy, proxies, ballots, and voting tabulations that identify individual unitholders are kept private by us. Such documents are available for examination only by the inspectors of election and certain personnel associated with processing proxy cards and tabulating the vote. The vote of any unitholder is not disclosed except as necessary to meet legal requirements.

WHERE YOU CAN FIND MORE INFORMATION ABOUT US

We file annual, quarterly and current reports and proxy statements with the SEC. Our SEC filings are available to the public over the internet at the SEC's website at www.sec.gov. You may also read and copy any document that we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. You can call the SEC at 1-800-SEC-0330 for further information on the public reference room and its copy charges. We maintain a website at www.linnenergy.com, where we post our SEC filings.

You may request copies of our filings, including any documents incorporated by reference in this Proxy Statement as described below, without charge, by calling our Investor Relations representative at (281) 605-4100 or write to Investor Relations, 600 Travis, Suite 7000 Houston, Texas 77002.

If you would like to request documents from us, please do so at least five business days before the date of the Annual Meeting in order to receive timely delivery of the documents before the Annual Meeting. If you request any incorporated documents from us, we will mail them to you by first class mail or other equally prompt means within one business day of receipt of your request, provided that we will not mail any exhibits to the information that is incorporated by reference unless such exhibits are specifically incorporated by reference into the information that this Proxy Statement incorporates.

You should rely only on the information contained or incorporated by reference in this Proxy Statement to vote your units at the Annual Meeting. We have not authorized anyone to provide you with information that is different from what is contained or incorporated by reference in this Proxy Statement.

The information contained in this document or any document incorporated by reference herein speaks only as of the date indicated on the cover of this document or the document incorporated by reference unless the information specifically indicates that another date applies.

OTHER MATTERS FOR 2007 ANNUAL MEETING

As of the date of this Proxy Statement, our Board of Directors knows of no matters to be acted upon at the Annual Meeting other than the proposals included in the accompanying notice and described in this Proxy Statement. If any other matter requiring a vote of unitholders arises, including a question of adjourning the Annual Meeting, the persons named as proxies in the accompanying proxy card will have the discretion to vote thereon according to their best judgment of what they consider to be in the best interests of our company. The accompanying proxy card confers discretionary authority to take action with respect to any additional matters that may come before the Annual Meeting or any adjournment or postponement thereof.

By Order of the Board of Directors,

Charlene A. Ripley

Senior Vice President, General Counsel and

Corporate Secretary

Houston, Texas

April 27, 2007

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Using a **black ink** pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.

Annual Meeting Proxy Card

PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

A. Proposals The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposal 2.

1. Election of Directors:	For	Withhold	For	Withhold	For	Withhold		
01 - Michael C. Linn	<input type="radio"/>	<input type="radio"/>	02 - George A. Alcorn	<input type="radio"/>	<input type="radio"/>	03 - Terrence S. Jacobs	<input type="radio"/>	<input type="radio"/>
04 - Jeffrey C. Swoveland	<input type="radio"/>	<input type="radio"/>	05 - Alan L. Smith	<input type="radio"/>	<input type="radio"/>			

2. Appointment of KPMG LLP as independent auditors for the year ending December 31, 2007.	For	Against	Abstain
	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

B. Authorized Signatures This section must be completed for your vote to be counted. Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy)	Please print	Signature 1	Please keep signature within the	Signature 2	Please keep signature within the
date below.		box.		box.	

PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

Proxy Linn Energy, LLC

Meeting Details

**Hyatt Regency Pittsburgh International Airport
1111 Airport Boulevard
Pittsburgh, PA 15231**

Proxy Solicited by Board of Directors for Annual Meeting to be held on June 19, 2007 at 10:00 AM Eastern Standard Time

Michael C. Linn and Kolja Rockov, or any of them, each with the power of substitution, are hereby authorized to represent and vote the units of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Unitholders of Linn Energy, LLC, to be held on June 19, 2007 or at any postponement or adjournment thereof.

Units represented by this proxy will be voted by the Unitholder. If no such directions are indicated, the Proxies will have authority to vote FOR the election of Directors and FOR appointment of KPMG LLP as independent auditors for the year ending December 31, 2007.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Continued and to be voted on reverse side.)
