

LEGACY RESERVES LP
Form SC 13G/A
February 17, 2009

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*
Legacy Reserves LP**

(Name of Issuer)

Units representing limited partner interests

(Title of Class of Securities)

524707 20 5

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

TABLE OF CONTENTS

Item 1

Item 2

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a

Item 4. Ownership

Item 5. Ownership of Five Percent or Less of a Class

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10. Certification

SIGNATURE

EX-99.1

Table of Contents

SCHEDULE 13G

CUSIP No. 524707 20 5

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).

Moriah Resources, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

Not applicable.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

5 SOLE VOTING POWER

NUMBER OF 4,405,164

6 SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER
-0-

7 EACH REPORTING PERSON SOLE DISPOSITIVE POWER
4,405,164

8 WITH SHARED DISPOSITIVE POWER

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

4,405,164

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

Not applicable.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

14.2%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

CO

Table of Contents

SCHEDULE 13G

CUSIP No. 524707 20 5

1 NAMES OF REPORTING PERSONS.

I.R.S. Identification Nos. of above persons (entities only).

Moriah Properties, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

Not applicable.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

5 SOLE VOTING POWER

NUMBER OF 4,391,408

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY -0-

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 4,391,408

8 SHARED DISPOSITIVE POWER

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

4,391,408

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

Not applicable.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

14.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

Table of Contents

SCHEDULE 13G

CUSIP No. 524707 20 5

1 NAMES OF REPORTING PERSONS.
I.R.S. Identification Nos. of above persons (entities only).

Dale A. Brown

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

Not applicable.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 448,193

6 SHARES BENEFICIALLY OWNED BY 4,924,564

SHARED VOTING POWER

7 EACH REPORTING PERSON 448,193

SOLE DISPOSITIVE POWER

8 WITH 4,924,564

SHARED DISPOSITIVE POWER

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,372,757

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

Not applicable.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

17.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

Table of Contents

SCHEDULE 13G

CUSIP No. 524707 20 5

1 NAMES OF REPORTING PERSONS.

I.R.S. Identification Nos. of above persons (entities only).

Cary D. Brown

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

Not applicable.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 595,332

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 4,405,164

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 595,332

8 SHARED DISPOSITIVE POWER

4,405,164

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,000,496

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

Not applicable.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

16.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

Table of Contents

Item 1.

(a) Name of Issuer:

Legacy Reserves LP

(b) Address of Issuer's Principal Executive Offices:

303 W. Wall, Suite 1400

Midland, Texas 79701

Item 2.

(a) Name of Person Filing:

Moriah Resources, Inc., Moriah Properties Ltd., Dale A. Brown and Cary D. Brown are jointly filing this Amendment No. 1 to Schedule 13G.

(b) Address of Principal Business Office or, if none, Residence:

Moriah Resources, Inc.

303 W. Wall Street, Suite 1400

Midland, Texas 79701

(c) Citizenship:

Each of Moriah Resources, Inc. and Moriah Properties LP are entities formed in Texas. Each of Dale A. Brown and Cary D. Brown are citizens of the United States.

(d) Title of Class of Securities:

Units representing limited partner interests (the Units)

(e) CUSIP Number:

524707 20 5

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

Table of Contents

(j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Not applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Item 9 of each of the cover pages of this Amendment No. 1 to Schedule 13G is hereby incorporated by reference.¹

(b) Percent of class:

Item 11 of each of the cover pages of this Amendment No. 1 to Schedule 13G is hereby incorporated by reference.²

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Item 5 of each of the cover pages of this Amendment No. 1 to Schedule 13G is hereby incorporated by reference.

(ii) Shared power to vote or to direct the vote

Items 6 of each of the cover pages of this Amendment No. 1 to Schedule 13G is hereby incorporated by reference.

(iii) Sole power to dispose or to direct the disposition of

Items 7 of each of the cover pages of this Amendment No. 1 to Schedule 13G is hereby incorporated by reference.

(iv) Shared power to dispose or to direct the disposition of

Items 8 of each of the cover pages of this Amendment No. 1 to Schedule 13G is hereby incorporated by reference.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

¹ Reflects the aggregate of number of Units beneficially owned by each of Moriah Resources, Inc., Moriah Properties Ltd.,

Dale A. Brown
and Cary D.
Brown, which
have sole or
shared voting
and dispositive
power over
4,405,164;
4,391,408;
5,372,757; and
5,000,496 Units,
respectively.

Moriah
Resources, Inc.,
as the general
partner of
Moriah
Properties LP,
indirectly owns
and may be
deemed to have
sole voting and
dispositive
power over the
4,391,408 Units
directly owned
by Moriah
Properties Ltd.

In addition,
Moriah
Resources, Inc.
directly owns
and has sole
voting and
dispositive
power over
13,756 Units.

Dale A. Brown
and Cary D.
Brown jointly
own Moriah
Resources, Inc.
and may be
deemed to share
voting and
dispositive
power over all
of the Units
directly or
indirectly
owned by

Moriah Resources, Inc. Dale A. Brown directly owns and has sole voting and dispositive power over 448,193 Units and Cary D. Brown directly owns and has sole voting and dispositive power over 595,332 Units. Through DAB 1999 Corporation, an entity that he jointly owns with his wife and the general partner of DAB Resources, Ltd. Dale A. Brown may be deemed to indirectly own and share voting and dispositive power over an additional 519,400 Units held by DAB Resources, Ltd.

² Based on 31,074,339 Units outstanding as of December 31, 2008.

Table of Contents

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

Table of Contents

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: February 17, 2009

MORIAH RESOURCES, INC.

By: /s/ Dale A. Brown

Name:

Dale A. Brown

Title: President

MORIAH PROPERTIES LTD

By: Moriah Resources, Inc.,
its general partner

By: /s/ Dale A. Brown

Name:

Dale A. Brown

Title: President

DALE A. BROWN

/s/ Dale A. Brown

CARY D. BROWN

/s/ Cary D. Brown

Table of Contents

Exhibit Index

Exhibit No. Description

99.1 Joint Filing Agreement