

Berry Petroleum Company, LLC
Form 8-K
October 18, 2016

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): October 18, 2016 (October 14, 2016)

BERRY PETROLEUM COMPANY, LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

600 Travis, Suite 5100

1-9735
(Commission File Number)

77-0079387
(I.R.S. Employer

Identification No.)

77002

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Houston, Texas
(Address of principal executive offices)
(281) 840-4000

(Zip Code)

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

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 1.01 Entry into a Material Definitive Agreement.

On May 11, 2016 (the *Petition Date*), Linn Energy, LLC (*LINN Energy*), LinnCo, LLC, an affiliate of the LINN Energy (*LinnCo*), certain of LINN Energy's direct and indirect subsidiaries (collectively with LINN Energy, the *LINN Debtors*), and Berry Petroleum Company, LLC (the *Company* and, collectively with the LINN Debtors and LinnCo, the *Debtors*), filed voluntary petitions (the *Bankruptcy Petitions*) for reorganization under Chapter 11 of the United States Bankruptcy Code (the *Bankruptcy Code*) in the United States Bankruptcy Court for the Southern District of Texas (the *Court*). The Debtors' Chapter 11 cases are being administered jointly under the caption *In re Linn Energy, LLC, et al.*, Case No. 16-60040 (the *Chapter 11 Cases*).

Prior to the filing of the Bankruptcy Petitions, on May 10, 2016, the Debtors entered into a restructuring support agreement (the *Restructuring Support Agreement*) with certain holders (the *Consenting Creditors*) collectively holding or controlling at least 66.67% by aggregate outstanding principal amounts under (i) LINN Energy's Sixth Amended and Restated Credit Agreement, dated as of April 24, 2013 (the *Linn Credit Agreement*) and (ii) the Company's Second Amended and Restated Credit Agreement, dated as of November 15, 2010 (the *Berry Credit Agreement*).

The Restructuring Support Agreement sets forth, subject to certain conditions, the commitment of the Debtors and the Consenting Creditors to support a comprehensive restructuring of the Debtors' long-term debt, which will be effectuated through one or more plans of reorganization (the *Plan*) to be filed in the Chapter 11 Cases.

On October 14, 2016, the Debtors and the administrative agents under the LINN Credit Agreement and the Berry Credit Agreement entered into an amendment to the Bank RSA, the Fourth Amendment to Restructuring Support Agreement (the *Fourth Amendment*), which extended the date by which the Debtors must file with the Court the Plan (or Plans, if separate), the Plan Solicitation Materials (as defined in the Bank RSA) for the Plan (or Plans, if separate), and the motion or motions to approve the Disclosure Statement (or Disclosure Statements, if separate, and as defined in the Bank RSA) from 156 days to 163 days following the *Petition Date*.

The foregoing description of the Fourth Amendment is only a summary, does not purport to be complete and is qualified in its entirety by reference to the Fourth Amendment attached as Exhibit 10.2 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit	Description
10.1	Fourth Amendment to Restructuring Support Agreement, dated as of October 14, 2016, by and among the Debtors and the supporting parties thereto.

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 hereunto duly authorized.

BERRY PETROLEUM COMPANY, LLC

October 18, 2016

By: */s/ Candice J. Wells*
Candice J. Wells
Senior Vice President, General Counsel and
Corporate Secretary

EXHIBIT INDEX

**Exhibit
Number**

Description of Exhibit

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