

SEC Form 3

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ALEXANDER MICHAEL V</u>  (Last) (First) (Middle)  <u>C/O VANGUARD NATURAL RESOURCES, INC.</u>  <u>5847 SAN FELIPE SUITE 3000</u>  (Street) <u>HOUSTON TX 77057</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/09/2017</u>	3. Issuer Name and Ticker or Trading Symbol <u>Vanguard Natural Resources, Inc. [ N/A ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/21/2017</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>0</u>	<u>I</u>	<u>See Footnotes<sup>(1)(2)</sup></u>

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Warrants (right to buy)</u>	<u>08/01/2017</u>	<u>02/01/2021</u>	<u>Common Stock</u>	<u>0</u>	<u>44.25</u>	<u>I</u>	<u>See Footnotes<sup>(1)(2)</sup></u>

**Explanation of Responses:**

1. This amendment is being filed solely to remove the securities previously reported in the Form 3 filing on August 21, 2017. The securities previously reported are held by certain funds and accounts (collectively, the "Funds and Accounts") which are managed by Marathon Asset Management, L.P. ("Marathon").
2. Michael V. Alexander is an employee of Marathon and/or one of its affiliates, and is a member of the board of directors of Vanguard Natural Resources, Inc. Mr. Alexander does not individually hold or otherwise beneficially own any securities of Vanguard Natural Resources, Inc. Each of the Funds and Accounts has delegated to Marathon, in its capacity as investment manager, the sole power to vote and the sole power to direct the disposition of all securities held by the Funds and Accounts. Mr. Alexander disclaims beneficial ownership of any such securities, except to the extent of his pecuniary interest therein. Marathon has filed a separate Form 3 reporting securities of Vanguard National Resources, Inc. that Marathon may be deemed to beneficially own.

/s/ Michael V. Alexander 09/21/2017

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**