MDRA GP LP

FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Common Stock  12/21/2017  A(1)  866 A \$0 442,806 I See footnote  Common Stock  12/21/2017  A(1)  866 A \$0 512,230 I See footnote  Footnote  Common Stock  12/21/2017  A(1)  1,676 A \$0 997,517 I See footnote  Footnote  Common Stock  12/21/2017  A(1)  3 A \$0 2,104 I See footnote  Footnote  Common Stock  12/21/2017  A(1) 3 A \$0 2,104 I See footnote  Footnote  Common Stock  12/21/2017  A(1) 3 A \$0 2,104 I See footnote  Footnote  Common Stock  12/21/2017  A(1) 3 A \$0 2,104 I See footnote  Footnote  Footnote  Common Stock  12/21/2017  A(1) 3 A \$0 2,104 I See footnote  Footnote  Footnote  Common Stock  12/21/2017  A(1) 3 A \$0 2,104 I See footnote  Footnote  Footnote  Footnote  Common Stock  12/21/2017  A(1) 3 A \$0 2,104 I See footnote	, ,		Reporting Person ative Capital										ng Symbol rees, Inc.	[ VNI	RR ]		Relationship neck all app Direc	licable) tor		1	0% Ow	ner
NEW YORK   NY   10022   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   Securities Acquired, Disposed of, or Beneficially Owned   Securities Acquired, Disposed of (D) (Instr. 3, 4   Securities Acquired (A) or Person   Securities Acquired (A) or		,	•	•	•					Tran	nsaction	n (Mon	th/Day/Year)					v)	2	^ b		респу
City   (State)   (Zip)		K NY	7	10022	2	4. If	Am	end	ment,	Date	of Orig	ginal Fi	led (Month/Da	ay/Year	)	Lin	e) Form V Form	filed by	y One Re	porting	Perso	n
1. Title of Security (Instr. 3)    2. Transaction Date (Month/Day/Year)   2A. Deemed Execution Date (Month/Day/Year)   3. Transaction (Month/Day/Year)   6 (Month/Day/Year)   7 (	(City)	(Sta	ate)	(Zip)													Perso	on				
Date (Month/Day/Year)   Execution Date, (Month/Da			Table	9 I - N	Non-Deriva	ative	Se	cui	rities	Ac	quire	d, D	isposed o	f, or E	Benefi	icia	ally Own	ed				
Common Stock   12/21/2017   A(I)   153   A   \$0   91,116   I   See footnown Stock   12/21/2017   A(I)   772   A   \$0   442,806   I   See footnown Stock   12/21/2017   A(I)   866   A   \$0   512,230   I   See footnown Stock   12/21/2017   A(I)   1,676   A   \$0   997,517   I   See footnown Stock   12/21/2017   A(I)   3   A   \$0   997,517   I   See footnown Stock   12/21/2017   A(I)   3   A   \$0   2,104   I   See footnown Stock   12/21/2017   A(I)   3   A   \$0   2,104   I   See footnown Stock   12/21/2017   A(I)   3   A   \$0   2,104   I   See footnown Stock   12/21/2017   A(I)   3   A   \$0   2,104   I   See footnown Stock   12/21/2017   A(I)   3   A   \$0   2,104   I   See footnown Stock   12/21/2017   A(I)   3   A   \$0   2,104   I   See footnown Stock   12/21/2017   A(I)   3   A   \$0   2,104   I   See footnown Stock   12/21/2017   A(I)   A	Date		rear)	ear) Exec		ecution Date, ny		Transaction Code (Instr.		Disposed Of	Acquired (A) or (D) (Instr. 3, 4			Securities Beneficially Owned Following		Form: Direct (D) or Indirect		Indire Benef Owne	ct icial rship			
12/21/2017											Code	v	Amount	(A) or (D)	Price		Transaction				(	,
Common Stock  12/21/2017  A <sup>(1)</sup> 866  A \$0 442,806  1 footnote  Common Stock  12/21/2017  A <sup>(1)</sup> 866  A \$0 512,230  I See footnote  Common Stock  12/21/2017  A <sup>(1)</sup> 1,676  A \$0 997,517  I See footnote  Common Stock  12/21/2017  A <sup>(1)</sup> 3 A \$0 2,104  I See footnote  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercisable and Expiration Date (Month/Day/Year)  Price of Derivative Security (Month/Day/Year)  S. Number of Date (Month/Day/Year)  Ownership Security (Month/Day/Year)  Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 (Month/Day/Year) (Month/Day/Year)  S. Number of Derivative Securities Secu	Common Stoc	ock			12/21/20	17					A <sup>(1)</sup>		153	A	\$0		91,11	6	I			notes(2)(3)
Common Stock  12/21/2017  A(1)  1,676  A(2)  997,517  I  See footnote  Common Stock  12/21/2017  A(1)  1,676  A(2)  997,517  I  See footnote  Common Stock  12/21/2017  A(1)  3 A \$0 2,104  I  See footnote  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security  (Instr. 3)  1. Title of Derivative Security  Security  3. Transaction Date (Month/Day/Year)  A(1)  3 A \$0 2,104  I  See footnote  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security  Security  A(3) or Disposed of (D)  (Month/Day/Year)  A(1)  3 A \$0 2,104  I  See footnote  Transaction Date (Month/Day/Year)  Amount of Security Securities Securities Securities Securities Securities Securities Beneficially Owned (Pollowing Reported Transaction(s) (Instr. 4)  Ownership Form: Direct (D) Owned Following Reported Transaction(s) (Instr. 4)	Common Stoc	ock			12/21/20	17					A <sup>(1)</sup>		772	A	\$0		442,80	06	I			notes(2)(4)
Common Stock    12/21/2017   A(1)   1,676   A   \$0   997,517   1   footnote	Common Stoc	ock			12/21/20	17					A <sup>(1)</sup>		866	A	\$0		512,23	30	I			notes(2)(5)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security Secur	Common Stoc	ock			12/21/20	17					<b>A</b> <sup>(1)</sup>		1,676	A	\$0		997,5	17	I			notes(2)(6)
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security Security  (Instr. 3)  (Instr. 4)	Common Stoc	ock			12/21/20	17					A <sup>(1)</sup>		3	A	\$0		2,104	4	I			notes <sup>(2)(7)</sup>
Derivative Security (Instr. 3)  In the Security (Instr. 3)  In the Security (Instr. 3)  Date (Month/Day/Year)  In the Security (Instr. 3)  Date (Month/Day/Year)  In the Security (Instr. 4)  In the Security (Instr. 5)  In the Security (Instr. 4)  In the Security (Instr			Та	ble I														d				
	Derivative Security (Instr. 3) Price Deriv	Exercise ce of rivative	Date	Exe if an	cution Date,	Trans Code			of Deriv Secu Acqu (A) o Dispo of (D (Instr	rative rities iired r osed ) r. 3, 4	Expi (Mor	iration	Date	Amor Secu Unde Deriv Secu	unt of rities rlying ative rity (Inst		Derivative Security	deriva Secur Benef Owne Follov Repor Trans	itive ities icially d ving ted action(s)	Owner Form Direct	: t (D) direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Code V (A) (D) Exercisable Expiration Date Title Shares				1											or Number of	er						
1. Name and Address of Reporting Person*  Monarch Alternative Capital LP						Code	v	1	(A)	(D)	Exer	Cisabi	1	11110		<u> </u>						
(Last) (First) (Middle) 535 MADISON AVENUE, 26TH FLOOR						Code	v	1	(A)	(D)	Exer	CISADI	.	11110	1	<u> </u>		<u> </u>				
(Street) NEW YORK NY 10022	Monarch A	Alterna	tive Capital (First)	<u>LP</u>	,	Code	•   v	1	(A)	(D)	Exer	CISADI	.			•						
(City) (State) (Zip)  1. Name and Address of Reporting Person*	Monarch A (Last) 535 MADISO (Street)	Alterna SON AV	ative Capital (First) ENUE, 26TH F	LP	PR	Code	<u>v</u>		(A)	(D)	Exer	CISADI		1110		9						

(Last)	(First)	(Middle)
C/O MONARCI	H ALTERNATIV	'E CAPITAL LP
535 MADISON	AVENUE, 26TH	I FLOOR
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Addres	ss of Reporting Per	son <sup>*</sup>
1. Name and Addres  Monarch GP		son <sup>*</sup>
		son*
		son* (Middle)
Monarch GP (Last)	(First)	
Monarch GP (Last)	LLC (First) H ALTERNATIN	(Middle) /E CAPITAL LP
Monarch GP (Last) C/O MONARCH	LLC (First) H ALTERNATIN	(Middle) /E CAPITAL LP
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Monarch GP (Last) C/O MONARCH 535 MADISON (Street)	LLC (First) H ALTERNATIV AVENUE, 26TH	(Middle) YE CAPITAL LP H FLOOR

### **Explanation of Responses:**

- 1. See Exhibit 99.1
- 2. See Exhibit 99.1
- 3. See Exhibit 99.1
- 4. See Exhibit 99.1
- 5. See Exhibit 99.1
- 6. See Exhibit 99.1
- 7. See Exhibit 99.1

#### Remarks:

Solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), MAC (and MDRA GP and Monarch GP by virtue of their control of MAC) (each, as defined in Exhibit 99.1 hereto) may be deemed to be directors-by-deputization by virtue of the Funds having a representative on the board of directors of the Issuer (the "Board"). Joseph Citarrella, a managing principal of MAC, is a member of the Board. Exhibit 199.1 - Explanation of Responses Exhibit 199.2 - Joint Filers' Information and Signatures

MONARCH ALTERNATIVE
CAPITAL LP, By: /s/ Michael
A. Weinstock, Chief
Executive Officer

Date

\*\* Signature of Reporting Person

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 4 (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.

### EX-99.1 2 m24036325a.htm EXPLANATION OF RESPONSES

Designated Filer: MONARCH ALTERNATIVE CAPITAL LP Issuer & Ticker Symbol: Vanguard Natural Resources, Inc. [VNRR]

Date of Event Requiring

Statement:

December 21, 2017

### Explanation of Responses:

- (1) Securities acquired as a delayed distribution from the Issuer to certain claimholders, including the Reporting Persons, in connection with the Issuer's emergence from bankruptcy and in accordance with the Issuer's plan of reorganization which was effectuated on August 1, 2017. For purposes of the exemption under Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the board of directors of the Issuer approved the acquisitions of any direct or indirect pecuniary interest of such shares of Common Stock by the Reporting Persons.
- (2) This Form 4 is being filed on behalf of Monarch Alternative Capital LP, a Delaware limited partnership ("MAC"), MDRA GP LP, a Delaware limited partnership ("MDRA GP"), and Monarch GP LLC, a Delaware limited liability company ("Monarch GP"). MAC serves as the investment advisor to the Funds (as defined below). MDRA GP is the general partner of MAC and Monarch GP is the general partner of MDRA GP. Each of MAC, MDRA GP and Monarch GP may be deemed to indirectly beneficially own shares held directly by the Funds and disclaims beneficial ownership of all such shares except to the extent of any indirect pecuniary interest therein.
- (3) Common Stock held directly by Monarch Alternative Solutions Master Fund Ltd, a Cayman Islands exempted company ("MASMF").
- (4) Common Stock held directly by Monarch Capital Master Partners III LP, a Cayman Islands limited partnership ("MCMP III").
- (5) Common Stock held directly by MCP Holdings Master LP Series III-A, a Cayman Islands limited partnership ("MCP HM").
- (6) Common Stock held directly by Monarch Debt Recovery Master Fund Ltd, a Cayman Islands exempted company ("MDRF").
- (7) Common Stock held directly by P Monarch Recovery Ltd., a British Virgin Islands corporation ("P Monarch," and together with MASMF, MCMP III, MCP HM and MDRF, the "Funds").

# EX-99.2 3 m24036325b.htm JOINT FILERS' INFORMATION AND SIGNATURES

Designated Filer: Monarch Alternative Capital LP

Issuer & Ticker Symbol: Vanguard Natural Resources, Inc. [VNRR]

Date of Event Requiring December 21, 2017

Statement:

**Joint Filer Information and Signatures** 

### **Joint Filers:**

1. Name: MDRA GP LP

Address: c/o Monarch Alternative Capital LP, 535 Madison Avenue, New York, New York 10022

MDRA GP LP

By: Monarch GP LLC, its general partner

By: /s/ Michael Weinstock March 6, 2018

Name: Michael Weinstock Date

Title: Chief Executive Officer

2. Name: Monarch GP LLC

Address: c/o Monarch Alternative Capital LP, 535 Madison Avenue, New York, New York 10022

MONARCH GP LLC

By:/s/ Michael Weinstock March 6, 2018

Date

Name: Michael Weinstock

Title: Chief Executive Officer