

**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): **January 10, 2019**

Vanguard Natural Resources, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-33756
(Commission File Number)

80-0411494
(IRS Employer Identification No.)

**5847 San Felipe, Suite 3000
Houston, Texas 77057**
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(832) 327-2255**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

As previously disclosed, Vanguard Natural Resources, LLC (“Old Vanguard”) and certain subsidiaries (such subsidiaries, together with Old Vanguard, the “Debtors”) filed voluntary petitions for relief (the cases commenced thereby, the “Chapter 11 Cases”) 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 “Bankruptcy Court”). The Chapter 11 Cases were administered under the caption *In re Vanguard Natural Resources, LLC, et al.*

On July 18, 2017, the Bankruptcy Court entered an order pursuant to the Bankruptcy Code, which approved and confirmed the Debtors’ Modified Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code (the “Plan”). On August 1, 2017, Old Vanguard transferred all of its assets to Vanguard Natural Resources, Inc. (the “Company”). The Debtors satisfied the conditions to effectiveness and emerged from their Chapter 11 Cases.

On January 10, 2019 the Debtors filed their quarterly operating report, which included financial information for the quarter ending December 31, 2018 (the “Quarterly Operating Report”), with the Bankruptcy Court. The Quarterly Operating Report is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01 of this Current Report on Form 8-K, including the attached Exhibit 99.1, is being “furnished” pursuant to General Instruction B.2 of Form 8-K and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is not subject to the liabilities of that section and is not deemed incorporated by reference in any of the Company’s filings under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Cautionary Note Regarding the Quarterly Operating Report

The Company cautions investors and potential investors not to place undue reliance upon the information contained in the Quarterly Operating Report which was not prepared for the purpose of providing the basis for an investment decision relating to any of the securities of the Company. The Quarterly Operating Report is limited in scope, covers limited time periods, and has been prepared solely for the purpose of complying with the quarterly reporting requirements of the Bankruptcy Court. The Quarterly Operating Report was not audited or reviewed by independent accountants, was not prepared in accordance with U.S. generally accepted accounting principles, is in a format prescribed by applicable bankruptcy laws, and is subject to future adjustment and reconciliation. There can be no assurance that, from the perspective of an investor or potential investor in the Company’s securities, the Quarterly Operating Report is complete. The Quarterly Operating Report also contains information that is different from information included in the Company’s periodic reports pursuant to the Exchange Act, and such information might not be indicative of the Company’s financial condition or operating results for a period that would be reflected in the Company’s financial statements or in its reports pursuant to the Exchange Act. Information set forth in the Quarterly Operating Report should not be viewed as indicative of future results.

Forward-Looking Statements

Statements in this Current Report on Form 8-K that relate to future results and events are not facts and constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on the Company’s current expectations, estimates and assumptions and, as such, involve certain risks and uncertainties. The ability of the Company to predict results or the actual effects of its plans and strategies is subject to inherent uncertainty. Actual results and events in future periods may differ materially from those expressed or implied by these forward-looking statements because of a number of risks, uncertainties and other factors. All statements other than statements of historical fact, including statements containing the words “intends,” “believes,” “expects,” “will,” and similar expressions, are statements that could be deemed to be forward-looking statements. In addition, the forward-looking statements represent the Company’s views as of the date as of which they were made. The Company anticipates that subsequent events and developments may cause its views to change. However, although the Company may elect to update these forward-looking statements at some point in the future, it specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing the Company’s views as of any date subsequent to the date hereof. Additional factors that may cause results to differ materially from those described in the forward-looking statements are set forth in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which was filed with the Securities and Exchange Commission on March 21, 2018, under the headings “Risk Factors” and “Forward-Looking Statements.”

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

**Exhibit
Number**

Description

99.1

[Quarterly Operating Report for the quarter ending December 31, 2018, as filed with the United States Bankruptcy Court for the Southern District of Texas, Houston Division on January 10, 2019.](#)

SIGNATURE

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.

VANGUARD NATURAL RESOURCES, INC.

Dated: January 10, 2019

By: /s/ Ryan Midgett

Name: Ryan Midgett

Title: Chief Financial Officer

UNITED STATES BANKRUPTCY COURT
SOUTHERN AND WESTERN DISTRICTS OF TEXAS

HOUSTON DIVISION

IN RE:

Vanguard Natural Resources, Inc.

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CASE NO. 17-30560
CHAPTER 11

DEBTOR

CHAPTER 11 POST-CONFIRMATION REPORT
FOR THE QUARTER ENDING DECEMBER 2018

1. Quarterly or Final (check one)

2. SUMMARY OF DISBURSEMENTS*:

A. Disbursements made under the plan (itemize on page 3)	\$	0.00
B. Disbursements not under the plan	\$	0.00
Total Disbursements	\$	0.00

*ALL DISBURSEMENTS MADE BY THE REORGANIZED DEBTOR, UNDER THE PLAN OR OTHERWISE, MUST BE ACCOUNTED FOR AND REPORTED HEREIN FOR THE PURPOSE OF CALCULATING THE QUARTERLY FEES.

3. Has the order confirming plan become final? Yes No

4. Are Plan payments being made as required under the Plan? Yes No

5. If "No", what Plan payments have not been made and why?

Please explain:

6. If plan payments have not yet begun, when will the first plan payment be made? _____ (Date)

7. What date did the reorganized debtor or successor of the debtor under the plan assume the business or management of the property treated under the plan? August 1, 2017 (Date)

8. Please describe any factors which may materially affect your ability to obtain a final decree at this time.

None

9. Complete the form for Plan Disbursements attached.

10. CONSUMMATION OF PLAN:

A. If this is a final report, has an application for Final Decree been submitted*?

Yes Date application was submitted _____

No Date when application will be submitted _____

*(If required by Local Rule)

B. Estimated Date of Final Payment Under Plan _____

INITIALS _____
DATE _____
JUST USE ONLY

I CERTIFY UNDER PENALTY OF PERJURY THAT THE ABOVE INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.

SIGNED: 

Ryan Midgett
(PRINT NAME)

DATE: 1/8/19

IN RE: Vanguard Natural Resources, LLC

CASE NO. 17-30560

CASH RECEIPTS AND DISBURSEMENTS	CURRENT QUARTER	CONFIRMATION TO DATE
CASH-BEGINNING OF QUARTER	4,450,000.02	0.00
RECEIPTS	0.00	28,455,011.59
DISBURSEMENTS		
NET PAYROLL		
PAYROLL TAXES PAID		
SECURED/RENTAL/LEASES		
UTILITIES		
INSURANCE		
INVENTORY PURCHASES		
VEHICLE EXPENSES		
TRAVEL & ENTERTAINMENT		
REPAIRS, MAINTENANCE & SUPPLIES		
ADMINISTRATIVE & SELLING		
OTHER (attach list) - See Attached Exhibit B	0.00	2,764,564.45
PLAN PAYMENTS (page 1 and page 3)	0.00	21,240,447.12
TOTAL DISBURSEMENTS (this figure should equal Total disbursements, Item 2, Summary of Disbursements)	0.00	24,005,011.57
NET CASH FLOW	0.00	4,450,000.02
CASH-END OF QUARTER	4,450,000.02	4,450,000.02

CASH ACCOUNT RECONCILIATION FOR ALL FUNDS
QUARTER ENDING DECEMBER

	Month/Year October 2018	Month/Year November 2018	Month/Year December 2018	Total
Bank Balance	4,450,000.02	4,450,000.02	4,450,000.02	4,450,000.02
Deposit in Transit				0.00
Outstanding Checks				0.00
Adjusted Balance	4,450,000.02	4,450,000.02	4,450,000.02	4,450,000.02
Beginning Cash-Per Books	4,450,000.02	4,450,000.02	4,450,000.02	4,450,000.02
Receipts				0.00
Transfers Between Accounts				0.00
Checks/Other Disbursements				0.00
Ending Cash-Per Books	4,450,000.02	4,450,000.02	4,450,000.02	4,450,000.02

STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS

	Month/Year October 2018	Month/Year November 2018	Month/Year December 2018	Total
Beginning Cash	4,450,000.02	4,450,000.02	4,450,000.02	
Total Receipts				0.00
Total Disbursements				0.00
Ending Cash	4,450,000.02	4,450,000.02	4,450,000.02	

IN RE:

Vanguard Natural Resources, LLC

DEBTOR

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CASE NO. 17-30560

PAYMENTS TO CREDITORS UNDER THE PLAN

			CURRENT QUARTER	CONFIRMATION TO DATE
CREDITOR	CLASS	NEXT PAYMENT DUE		
See Attached EXHIBIT A	9		0.00	539,394.39
See Attached EXHIBIT A	Admin		0.00	20,701,052.73
TOTAL PLAN PAYMENTS: (report on page 1 and page 2)			0.00	21,240,447.12

IN RE:

Vanguard Natural Resources, LLC

CASE NO. 17-30560**DEBTOR****EXHIBIT A**

<u>CREDITOR</u>	<u>CLASS</u>	<u>NEXT PAYMENT DUE</u>	<u>CURRENT QUARTER</u>	<u>CONFIRMATION TO DATE</u>
ALSCO	9		-	2,088.04
Baker & Hostetler	9		-	60,627.43
Citrix Systems, Inc.	9		-	2,841.57
Clean and Shiny Janitorial	9		-	5,100.00
Coca-Cola Bottling Co. High Country	9		-	269.40
Conner & Winters, LLP	9		-	30,000.00
England Resources Corporation	9		-	300,000.00
Epic Resources, LLC	9		-	1,141.49
Gulp-It! Inc.	9		-	402.63
High Country Carpet Care	9		-	540.00
Mediant Communications Inc	9		-	4,946.08
Nico Resources, LLC	9		-	118,079.00
Oildex	9		-	135.00
Shred-It USA LLC	9		-	30.00
Southwestern Public Service	9		-	2,561.26
Tejas Office Products	9		-	2,622.91
US Bank	9		-	7,974.93
WYO Water Solutions	9		-	34.65
CLASS 9 TOTAL			-	539,394.39
Akin Gump Strauss Hauer	Admin		-	364,206.83
Cinco Energy Services	Admin		-	164,186.32
Evercore Group LLC	Admin		-	12,606,894.44
FTI Consulting, Inc.	Admin		-	585,525.04
Gardere Wynne Sewell	Admin		-	213,465.33
Huron Consulting	Admin		-	175,000.00
Jackson Walker LLP	Admin		-	208,216.47
Munger Tolles & Olsen LLP	Admin		-	29,155.00
Opportune	Admin		-	1,223,767.64
Paul Hastings	Admin		-	4,467,872.21
Prime Clerk LLC	Admin		-	502,926.08
Ropes & Gray	Admin		-	128,501.12
Troutman Sanders	Admin		-	31,336.25
ADMIN TOTAL			-	20,701,052.73
TOTAL PLAN PAYMENTS			-	21,240,447.12

IN RE:

Vanguard Natural Resources, LLC

CASE NO. 17-30560

DEBTOR

EXHIBIT B

<u>DESCRIPTION</u>	<u>CURRENT QUARTER</u>	<u>CONFIRMATION TO DATE</u>
Transfer of excess funds from Professional Fees bank account; funds transferred to Vanguard Natural Gas LLC	-	1,003,958.84
Transfer of excess funds from Class 9 claims bank account; funds transferred to Vanguard Operating LLC	-	1,760,605.61
TOTAL OTHER DISBURSEMENTS NOT UNDER THE PLAN	-	2,764,564.45