

AMPLIFY ENERGY CORP

FORM 8-K (Current report filing)

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Address	500 DALLAS STREET SUITE 1600 HOUSTON, TX, 77002
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**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): November 1, 2017 (October 31, 2017)

AMPLIFY ENERGY CORP.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation
or Organization)

001-35364
(Commission
File Number)

82-1326219
(I.R.S. Employer
Identification No.)

500 Dallas Street, Suite 1600
Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

Registrant's telephone number, including area code: (713) 490-8900

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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 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, on January 16, 2017, Memorial Production Partners LP (“MEMP”) and certain of its subsidiaries (collectively with MEMP, the “Debtors”) filed voluntary petitions (the cases commenced thereby, the “Chapter 11 Cases”) under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Court”). On April 14, 2017, the Court entered an order approving the Second Amended Joint Plan of Reorganization of Memorial Production Partners LP and its affiliated Debtors, dated April 13, 2017 (as amended and supplemented, the “Plan”). On May 4, 2017, the Plan became effective pursuant to its terms and the Debtors emerged from the Chapter 11 Cases. In connection with the Chapter 11 Cases and the Plan, MEMP and certain Consenting Noteholders (as defined in the Plan) effectuated certain restructuring transactions, pursuant to which Amplify Energy Corp., a Delaware corporation (the “Company”), acquired all of the assets of MEMP, and in accordance with the Plan, MEMP was dissolved. As a result, the Company became the successor reporting company to MEMP pursuant to Rule 15d-5 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

On October 31, 2017, the Debtors filed their quarterly disbursements report, which included financial information as of September 30, 2017 and for the period covering July 1, 2017 through September 30, 2017 (the “Quarterly Operating Report”) with the Court. The Quarterly Operating Report is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Item 7.01 shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

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 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 for a period which is shorter and otherwise different from those required 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.

Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K, including the exhibit hereto, includes “forward-looking statements.” All statements, other than statements of historical facts, included in this Current Report on Form 8-K that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. Terminology such as “will,” “would,” “should,” “could,” “expect,” “anticipate,” “plan,” “project,” “intend,” “estimate,” “believe,” “target,” “continue,” “potential,” the negative of such terms or other comparable terminology are intended to identify forward-looking statements. These statements include, but are not limited to, statements about financial restructuring or strategic alternatives and the Company’s expectations of plans, goals, strategies (including measures to implement strategies), objectives and anticipated results with respect thereto. These statements are based on certain assumptions made by the Company based on its experience and perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances, but such assumptions may prove to be inaccurate. Such statements are also subject to a number of risks and uncertainties, many of which are beyond the control of the Company, which may cause the Company’s actual results to differ materially from those implied or expressed by the forward-looking statements.

These include risks and uncertainties relating to, among other things: the ability to improve the Company's financial results and profitability following its emergence from bankruptcy; the Company's efforts to reduce leverage; the Company's level of indebtedness, including its ability to satisfy its debt obligations; the Company's ability to generate sufficient cash flow, to make payments on its obligations and to execute its business plan; the Company's ability to maintain relationships with suppliers, customers, employees and other third parties following its emergence from bankruptcy; continued low or further declining commodity prices and demand for oil, natural gas and natural gas liquids; the Company's ability to access funds on acceptable terms, if at all, because of the terms and conditions governing the Company's indebtedness or otherwise; and changes in commodity prices and hedge positions and the risk that the Company's hedging strategy may be ineffective or may reduce its income. Please read the Company's filings with the SEC, including "Risk Factors" in the Company's Annual Report on Form 10-K, and if applicable, the Company's Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, which are available on the Company's Investor Relations website at <http://investor.amplifyenergy.com/> or on the SEC's website at <http://www.sec.gov>, for a discussion of risks and uncertainties that could cause actual results to differ from those in such forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Current Report on Form 8-K. All forward-looking statements in this Current Report on Form 8-K are qualified in their entirety by these cautionary statements. Except as required by law, the Company undertakes no obligation and does not intend to update or revise any forward-looking statements, whether as a result of new information, future results or otherwise.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*.

Exhibit Number	Description
99.1	<u>Quarterly Operating Report as of September 30, 2017 and for the period covering July 1, 2017 through September 30, 2017, as filed with the United States Bankruptcy Court for the Southern District of Texas, Houston Division on October 31, 2017</u>

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.

AMPLIFY ENERGY CORP.

Dated: November 1, 2017

By: /s/ Robert L. Stillwell, Jr.

Name: Robert L. Stillwell, Jr.

Title: Senior Vice President and Chief Financial Officer

UNITED STATES BANKRUPTCY COURT
SOUTHERN AND WESTERN DISTRICTS OF TEXAS
HOUSTON DIVISION

IN RE:

Memorial Production Partners LP, et al.

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§
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§

CASE NO. 17-30262
CHAPTER 11

DEBTOR

CHAPTER 11 POST-CONFIRMATION REPORT
FOR THE QUARTER ENDING SEPTEMBER 2017

1. [X] Quarterly or [] Final (check one)

2. SUMMARY OF DISBURSEMENTS*:

Table with 2 columns: Description and Amount. Rows include Disbursements made under the plan (\$0.00), Disbursements not under the plan (\$97,270,000.00), and Total Disbursements (\$97,270,000.00).

*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? [X] Yes [] No

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

5. If "No", what Plan payments have not been made and why? Please explain: N/A

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? 5/4/2017 (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
[X] No Date when application will be submitted

*(if required by Local Rule)

B. Estimated Date of Final Payment Under Plan

Box containing fields for INITIALS, DATE, and the text 'UST USE ONLY'.

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

SIGNED: /s/ Matthew Hoss
Matthew Hoss
(PRINT NAME)

DATE: 10/31/2017

Memorial Production Partners LP, et al.
3Q 2017 Consolidated Cash Flows
Amounts in thousands

	<u>Jul-17</u>	<u>Aug-17</u>	<u>Sep-17</u>	<u>3Q 2017</u>	
<i>Beginning Cash Balance</i>	<i>\$10,951</i>	<i>\$13,812</i>	<i>\$17,558</i>	<i>\$ 10,951</i>	2)
Receipts					
Collections	\$33,592	\$34,044	\$32,507	\$ 100,143	
Other Receipts	—	1,035	—	1,035	
Borrowing	—	—	—	—	
Total Receipts	\$33,592	\$35,079	\$32,507	\$ 101,178	
Operating Disbursements					
LOE/Capex/Other Op. Ex.	\$12,517	\$12,125	\$16,765	\$ 41,407	
G&A	1,575	857	1,192	3,624	
Payroll	3,215	4,973	3,676	11,864	
Royalties	5,724	5,650	5,704	17,078	
Taxes	519	834	772	2,125	
Total Operating Disbursements	\$23,550	\$24,439	\$28,109	\$ 76,098	
Non-Operating Disbursements					
Restructuring Fees	\$ 248	\$ 15	\$ 121	\$ 384	
Bank Fees	—	—	—	—	
Debt / Interest Payments	6,933	6,879	6,976	20,788	
Total Non-Operating Disbursements	\$ 7,181	\$ 6,894	\$ 7,097	\$ 21,172	
Net Plan Disbursements					
Plan Effects Receipts	\$ —	\$ —	\$ —	\$ —	
Plan Effects Disbursements	—	—	—	—	
Total Net Plan Disbursements	\$ —	\$ —	\$ —	\$ —	
Net Cash Flow	\$ 2,861	\$ 3,746	\$ (2,699)	\$ 3,908	
<i>Ending Cash Balance</i>	<i>\$13,812</i>	<i>\$17,558</i>	<i>\$14,859</i>	<i>\$ 14,859</i>	2)

Notes:

- 1) This Disbursement Summary is unaudited and does not purport to represent financial statements prepared in accordance with generally accepted accounting principles nor are they intended to fully reconcile to the financial statements prepared by the Reorganized Debtor ("the Company"). Information contained in the Disbursement Summary has been derived from the Company's books and records. Therefore, in order to comply with their obligations to provide quarterly reporting during the Chapter 11 case, the Company has prepared this quarterly report using the best information presently available to them. This Disbursement Summary is true and accurate to the best of the Company's knowledge, information and belief based on current available data. The financial results contained herein are not necessarily indicative of results that may be expected for any other period or for the full year and may not necessarily reflect the consolidated financial results of the Company in the future. The information contained herein is unaudited, limited in scope, and subject to change.
- 2) Ending Cash Balances reflect only operating bank accounts and exclude restricted cash accounts

UNITED STATES BANKRUPTCY COURT

CASE NAME: Memorial Production Partners LP, et al.

CASE NUMBER: 17-30262

PLAN EFFECTIVE DATE: 5/4/2017

PETITION DATE: 01/16/17

DISTRICT OF TEXAS: Southern

DIVISION: Houston

Disbursement and Fee Summary - 3Q 2017

Case Number	Entity Name	Disbursements				3Q17 Total	Fee	Fees In USD	
		Jul-17	Aug-17	Sep-17	Balance Due per UST			Difference	
17-30262	Memorial Production Partners LP	—	—	—	—	325	325	325	—
17-30248	Memorial Production Finance Corporation	—	—	—	—	325	325	325	—
17-30249	San Pedro Bay Pipeline Company	153,091	159,171	152,146	464,408	4,875	4,875	4,875	—
17-30250	Rise Energy Beta, LLC	2,073,531	1,936,499	2,198,862	6,208,891	13,000	13,000	13,000	—
17-30251	Rise Energy Minerals, LLC	—	—	—	—	325	325	325	—
17-30252	Rise Energy Operating, LLC	—	—	—	—	325	325	325	—
17-30253	Beta Operating Company, LLC	678,770	738,864	782,424	2,200,058	9,750	9,750	9,750	—
17-30254	Columbus Energy, LLC	1,252,399	1,150,037	1,313,312	3,715,748	10,400	10,400	10,400	—
17-30255	WHT Carthage LLC	—	—	—	—	325	325	325	—
17-30256	WHT Energy Partners LLC	552,600	518,783	665,793	1,737,175	6,500	6,500	6,500	—
17-30257	Memorial Energy Services LLC	—	—	—	—	325	325	325	—
17-30258	Memorial Midstream LLC	—	—	—	—	325	325	325	—
17-30259	Memorial Production Operating LLC	22,805,526	21,856,950	26,417,512	71,079,988	30,000	30,000	30,000	—
17-30260	MEMP Services LLC	3,215,049	4,973,036	3,675,547	11,863,633	13,000	13,000	13,000	—
17-30261	Memorial Production Partners GP LLC	—	—	—	—	325	325	325	—
Total		30,730,965	31,333,340	35,205,596	97,269,901	90,125	90,125	90,125	—

Notes: