

LINN ENERGY, INC.

FORM SC TO-I/A (Amended tender offer statement by Issuer)

Filed 01/08/18

Address	600 TRAVIS HOUSTON, TX, 77002
Telephone	281-840-4000
CIK	0001326428
Symbol	LNGG
SIC Code	1311 - Crude Petroleum and Natural Gas
Industry	Oil & Gas Exploration and Production
Sector	Energy
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

(Amendment No. 1)

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

LINN ENERGY, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Class A Common Stock, \$0.001 par value
(Title of Class of Securities)

53601P205

53601P304

(CUSIP Number of Class of Securities)

Candice J. Wells

Senior Vice President, General Counsel
and Corporate Secretary

Linn Energy, Inc.

600 Travis St.

Houston, Texas 77002

(281) 840-4000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copy to:

Julian J. Seiguer

Wayne E. Williams

Kirkland & Ellis LLP

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Houston, TX 77002

(713) 836-3600

CALCULATION OF FILING FEE

Transaction valuation(1)	Amount of filing fee(2)
\$324,999,984	\$40,462.50

(1) The transaction valuation is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase up to 6,770,833 shares of Class A common stock, par value \$0.001 per share, at the offer price of \$48.00 per share.

(2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$124.50 per \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$40,462.50

Filing Party: Linn Energy, Inc.

Form or Registration No.: Schedule TO

Date Filed: December 20, 2017

Check the box if filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

This Amendment No. 1 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on December 20, 2017 (the “Schedule TO”) relating to the offer by Linn Energy, Inc., a Delaware corporation (“Linn” or the “Company”), to purchase for cash shares of its Class A common stock, par value \$0.001 per share (the “Shares”), at a fixed price per Share, upon the terms and subject to the conditions described in the Offer to Purchase, dated December 20, 2017, as amended by this Amendment (the “Offer to Purchase”), a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO, and in the related Letter of Transmittal, as amended by this Amendment (the “Letter of Transmittal” and, together with the Offer to Purchase, as they may be amended or supplemented from time to time, the “Tender Offer”), a copy of which was filed as Exhibit (a)(1)(B) to the Schedule TO.

The purpose of this Amendment is to amend and supplement the Schedule TO and the Offer to Purchase. Only those items amended are reported in this Amendment. Except as specifically provided herein, the information contained in this Schedule TO, the Offer to Purchase and the Letter of Transmittal remains unchanged. This Amendment should be read with the Schedule TO, the Offer to Purchase and the Letter of Transmittal.

Item 1. Summary Term Sheet.

The information set forth in the Offer to Purchase is hereby amended and supplemented by adding the following language thereto:

On January 8, 2018, the Company issued a press release announcing (i) an increase in the purchase price of the Shares to \$48.00 from \$44.00 per Share, (ii) a decrease in the maximum number of Shares the Company is offering to purchase in the Tender Offer to 6,770,833 from 7,386,364 and (iii) an extension of the Tender Offer until 11:59 p.m., New York City time, on Monday, January 22, 2018. As amended, the Tender Offer, the proration period and withdrawal rights will now expire at 11:59 p.m., New York City time, on Monday, January 22, 2018, unless further extended or earlier terminated. Payments of the tender consideration for the shares validly tendered and not withdrawn on or prior to the expiration date and accepted for purchase will be made promptly after the expiration date. A copy of the press release is attached hereto as Exhibit (a)(5)(C) and is incorporated herein by reference.

Item 4. Terms of the Transaction.

(a) *Material Terms* .

- (1) *Tender Offer* . The information set forth in the Offer to Purchase is hereby amended and supplemented by adding the following language thereto:

On January 8, 2018, the Company issued a press release announcing (i) an increase in the purchase price of the Shares to \$48.00 from \$44.00 per Share, (ii) a decrease in the maximum number of Shares the Company is offering to purchase in the Tender Offer to 6,770,833 from 7,386,364 and (iii) an extension of the Tender Offer until 11:59 p.m., New York City time, on Monday, January 22, 2018. As amended, the Tender Offer, the proration period and withdrawal rights will now expire at 11:59 p.m., New York City time, on Monday, January 22, 2018, unless further extended or earlier terminated. Payments of the tender consideration for the shares validly tendered and not withdrawn on or prior to the expiration date and accepted for purchase will be made promptly after the expiration date. A copy of the press release is attached hereto as Exhibit (a)(5)(C) and is incorporated herein by reference.

Item 11. Additional Information.

The information set forth in the Offer to Purchase is hereby amended and supplemented by adding the following language thereto:

On January 4, 2018, in respect of 613,038 vested but not yet issued restricted stock units that were outstanding as of December 15, 2017, the Company issued 400,352 shares of Class A common stock after tax withholding. As a result, as of January 4, 2018, there were 83,973,800 shares of Class A common stock issued and outstanding.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

(a)(5)(C) [Press Release dated January 8, 2018.](#)

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

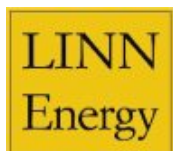
LINN ENERGY, INC.

By: /s/ Candice J. Wells

Name: Candice J. Wells

Title: Senior Vice President, General Counsel and
Corporate Secretary

Date: January 8, 2018

*NEWS RELEASE – FINAL***LINN ENERGY ANNOUNCES AN INCREASE IN TENDER OFFER PRICE FOR ITS CLASS A COMMON STOCK AND EXTENSION TO EXPIRATION DATE**

HOUSTON, January 8, 2018 – LINN Energy, Inc. (OTCQB: LNGG) (“LINN” or the “Company”) today announced it is amending the terms of its previously announced cash tender offer to increase the price at which it will purchase shares of its Class A common stock (the “shares”) to \$48.00 per share from \$44.00 per share. The maximum aggregate size of the tender offer remains unchanged at approximately \$325 million. As a result, the number of shares the Company is offering to purchase in the tender offer has decreased to 6,770,833 shares from 7,386,364 shares, and represents approximately 8.1% of the Company’s currently outstanding Class A common stock. The closing price of the Company’s Class A common stock on the OTCQB was \$41.05 per share on January 5, 2018, the last full trading day prior to the Company’s announcement of its intention to increase the purchase price for the shares in the tender offer. The closing price of the Company’s Class A common stock was \$37.85 per share on December 19, 2017, the last full trading day prior to the commencement of the tender offer.

In addition, the Company has extended the tender offer. As amended, the tender offer, the proration period and withdrawal rights will now expire at 11:59 p.m., New York City time, on Monday, January 22, 2018, unless further extended or earlier terminated. Tenders of shares must be made prior to the expiration of the tender offer and may be withdrawn at any time prior to the expiration of the tender offer. Stockholders wishing to tender their shares but who are unable to deliver them physically or by book-entry transfer prior to the expiration of the tender offer, or who are unable to make delivery of all required documents to the depository prior to the expiration of the tender offer, may tender their shares by complying with the procedures set forth in the Offer to Purchase for tendering by notice of guaranteed delivery. Payments of the tender consideration for the shares validly tendered and not withdrawn on or prior to the expiration date and accepted for purchase will be made promptly after the expiration time.

Pursuant to the tender offer, company stockholders may tender all or a portion of their shares. Stockholders will receive the purchase price in cash, subject to applicable withholding and without interest, subject to the conditions of the tender offer, including the provisions relating to proration and conditional tenders in the event that the number of shares properly tendered and not properly withdrawn exceeds 6,770,833. Full details of the terms and conditions of the tender offer are included in the Company’s Offer to Purchase and in the Letter of Transmittal relating to the tender offer, as amended, that has been distributed to stockholders and filed with the U.S. Securities and Exchange Commission (the “Commission”). Except as described in this news release, the terms of the tender offer remain the same as set forth in the Offer to Purchase and in the Letter of Transmittal.

D. F. King & Co., Inc. is acting as information agent for the tender offer. Morgan Stanley & Co. LLC is acting as dealer manager. American Stock Transfer & Trust Company, LLC is acting as the depository for the tender offer.

The Company’s Board of Directors has authorized the tender offer and increase in purchase price. However, none of the Company, the Company’s Board of Directors, the dealer manager, the information agent or the depository makes any recommendation to stockholders as to whether to tender or refrain from tendering their shares. No person is authorized to make any such recommendation. Stockholders must make their own decision as to whether to tender their shares and, if so, how many shares to tender. In doing so, stockholders should read carefully the information in, or incorporated by reference in, the Offer to Purchase and in the Letter of Transmittal (as they may be amended or supplemented), including the purposes and effects of the tender offer. Stockholders are urged to discuss their decisions with their own tax advisors, financial advisors and/or brokers.

This news release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any shares of the Company's Class A common stock. The offer is being made solely by the Offer to Purchase and the related Letter of Transmittal, as they may be amended or supplemented. Stockholders and investors are urged to read the Company's tender offer statement on Schedule TO filed December 20, 2017 with the Commission in connection with the tender offer, which includes as exhibits the Offer to Purchase, the related Letter of Transmittal and other offer materials, as well as the amendment to the Schedule TO filed January 8, 2018 with the Commission and any further amendments or supplements to the Schedule TO when they become available, because they contain important information. Each of these documents has been or will be filed with the Commission, and investors may obtain them for free from the Commission at its website (www.sec.gov); from D. F. King & Co., Inc., the information agent for the tender offer, by telephone at: (877) 297-1738 (toll-free), by email at: linn@dfking.com or in writing to: 48 Wall Street, 22nd Floor, New York, NY 10005; or from Morgan Stanley & Co. LLC, the dealer manager for the tender offer, by telephone at: (855) 483-0952 (toll-free) or in writing to: 1585 Broadway, New York, NY 10036.

FORWARD-LOOKING STATEMENTS

Statements made in this press release that are not historical facts are "forward-looking statements." These statements are based on certain assumptions and expectations made by the Company and reflect management's experience, estimates and perception of historical trends, current conditions, and anticipated future developments. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Company and may cause actual results to differ materially from those implied or anticipated in the forward-looking statements, including, among others, our ability to consummate the tender offer, our ability to identify and consummate strategic opportunities, our financial performance and results, availability of sufficient cash flow to execute our business plan, ability to execute planned asset sales, continued low or further declining commodity prices and demand for oil, natural gas and natural gas liquids, ability to hedge future production, ability to replace reserves and efficiently develop current reserves, the capacity and utilization of midstream facilities and the regulatory environment. These and other important factors could cause actual results to differ materially from those anticipated or implied in the forward-looking statements. Please read "Risk Factors" in the Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and other public filings. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

ABOUT LINN ENERGY

LINN Energy, Inc. was formed in February 2017 as the reorganized successor to LINN Energy, LLC. Headquartered in Houston, Texas, the Company's current focus is the development of the Merge/SCOOP/STACK in Oklahoma through its equity interest in Roan Resources LLC, as well as through its midstream operations in that area. Additionally, the Company is pursuing emerging horizontal opportunities in Oklahoma, North Louisiana and East Texas, while continuing to add value by efficiently operating and applying new technology to a diverse set of long-life producing assets.

CONTACT:

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