

LINN ENERGY, LLC  
Form 425  
March 22, 2016

**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): **March 22, 2016**

**LINNCO, LLC**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**001-35695**  
**(Commission File Number)**

**45-5166623**  
**(I.R.S. Employer**  
**Identification No.)**

**600 Travis, Suite 5100**

**Houston, Texas**  
**(Address of principal executive offices)**

**77002**  
**(Zip Code)**

**(281) 840-4000**

**(Registrant's telephone number, including area code)**

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))

**Item 8.01 Other Events.**

On March 22, 2016, LinnCo, LLC (the Company) commenced an offer to exchange each outstanding unit representing limited liability company interests (the LINN Energy units) of Linn Energy, LLC (LINN Energy) for one common share representing limited liability company interests of the Company (the Exchange Offer). The Exchange Offer is being made upon and is subject to the terms and conditions set forth in the Prospectus/Offer to Exchange dated March 22, 2016 (the Prospectus) and the accompanying Letter of Transmittal dated March 22, 2016.

On March 22, 2016, the Company issued a press release announcing the commencement of the Exchange Offer. A copy of the press release is attached hereto as Exhibit 99.1.

The information filed pursuant to Item 8.01 of this Current Report on Form 8-K (including the exhibit) does not constitute an offer to sell or a solicitation of an offer to purchase the LINN Energy units or any other securities and does not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

**Important Additional Information Filed with the SEC**

This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell the LINN Energy units, nor is it a substitute for the registration statement and the exchange offer materials that the Company has filed with the U.S. Securities and Exchange Commission (the SEC). THE EXCHANGE OFFER MATERIALS (INCLUDING A PROSPECTUS, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER EXCHANGE OFFER DOCUMENTS) CONTAIN IMPORTANT INFORMATION. LINN ENERGY UNITHOLDERS ARE URGED TO READ THESE DOCUMENTS (AS THEY MAY BE AMENDED FROM TIME TO TIME) CAREFULLY BECAUSE THEY CONTAIN IMPORTANT INFORMATION THAT LINN ENERGY UNITHOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING EXCHANGING THEIR UNITS. The Prospectus, the related Letter of Transmittal and certain other exchange offer documents are available to all LINN Energy unitholders at no expense to them. The exchange offer materials are available for free at the SEC's website at [www.sec.gov](http://www.sec.gov). Additional copies may be obtained for free by contacting the Company's Investor Relations department at (281) 840-4193 or D.F. King & Co., Inc., the information agent for the Exchange Offer, at (877) 297-1738.

In addition to the Prospectus, the related Letter of Transmittal and certain other exchange offer documents, the Company and LINN Energy file annual, quarterly and current reports and other information with the SEC. You may read and copy any reports or other information filed by the Company and LINN Energy at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. The Company's and LINN Energy's filings with the SEC are also available to the public from commercial document-retrieval services and at the website maintained by the SEC at <http://www.sec.gov>.

**Cautionary Note Regarding Forward-Looking Statements**

This Current Report on Form 8-K includes forward-looking statements. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that the Company expects, believes, targets or anticipates will or may occur in the future are forward-looking statements. These statements include, but are not limited to forward-looking statements about the possible advantages and benefits and the expiration of the Exchange Offer. These statements are based on certain assumptions made by the

Company based on management's experience and perception of historical trends, current conditions, anticipated future developments and other factors believed to be appropriate. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the Company's control, which may cause actual results to differ materially from those implied or expressed by the forward-looking statements. These include risks relating to financial performance and results, the significant amount of indebtedness under LINN Energy's credit facilities and senior notes, access to capital markets, availability of sufficient cash flow to execute LINN Energy's business plan, implementation of LINN Energy's expense reduction strategy, continued low or further declining commodity prices and demand for oil, natural gas and natural gas liquids, ability to hedge future production, the ability to replace reserves and efficiently develop current reserves, the regulatory environment, and other important factors that could cause actual results to differ materially from those anticipated or implied in the forward-looking statements. See "Risk Factors" in the Company's and LINN Energy's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and other public filings. Any forward-looking statement speaks only as of the date on which such statement is made.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

| <b>No.</b> | <b>Description</b>                  |
|------------|-------------------------------------|
| 99.1       | Press Release dated March 22, 2016. |

**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.

**LINNCO, LLC**

Date: March 22, 2016

By: */s/ Candice J. Wells*  
Candice J. Wells

Senior Vice President, General Counsel and  
Corporate Secretary

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>       |
|---------------------------|-------------------------------------|
| 99.1                      | Press Release dated March 22, 2016. |