
**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, 2018 (October 31, 2018)

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 1700
Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

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

500 Dallas Street, Suite 1600
Houston, Texas 77002
(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 April 30, 2018, Debtors filed with the Court a motion for a final decree and entry of an order closing the Chapter 11 Cases with respect to each of the Debtors, other than (i) San Pedro Bay Pipeline Company (“SPBPL”), Ch. 11 Case No. 17-30249, (ii) Rise Energy Beta, LLC (“REB”), Ch. 11 Case No. 17-30250, and (iii) Beta Operating Company, LLC (“BOC”), Ch. 11 Case No. 17-30253, (collectively, the “Closing Debtors”). On May 30, 2018 (“Final Decree Date”), the Court entered the final decree closing the Chapter 11 Cases of the Closing Debtors.

On October 31, 2018, the Debtors filed their quarterly disbursements report, which included financial information as of September 30, 2018 and for the period covering July 1, 2018 through September 30, 2018 (the “Quarterly Operating Report”), with the Court. For periods after the Final Decree Date, receipts and disbursement activity only reflect the transactions of SPBPL, REB, and BOC, respectively. 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 Securities and Exchange Commission (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

[Quarterly Operating Report as of September 30, 2018 and for the period covering July 1, 2018 through September 30, 2018, as filed with the United States Bankruptcy Court for the Southern District of Texas, Houston Division on October 31, 2018](#)

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.

Dated: November 1, 2018

AMPLIFY ENERGY CORP.

By: /s/ Martyn Willsher

Name: Martyn Willsher

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. § CASE NO. 17-30262
§ CHAPTER 11
DEBTOR §
§

CHAPTER 11 POST-CONFIRMATION REPORT
FOR THE QUARTER ENDING SEPTEMBER 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	\$16,487,088.00
Total Disbursements	\$16,487,088.00

* 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: 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: INITIALS _____
- A. If this is a final report, has an application for Final Decree been submitted*? DATE _____
- Yes Date application was submitted _____
- No Date when application will be submitted _____ UST USE ONLY

* (if required by Local Rule)

B. Estimated Date of Final Payment Under Plan _____

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

SIGNED: /s/ Denise DuBard
Denise DuBard
(PRINT NAME)

DATE: 10/31/18

Memorial Production Partners LP, et al.**3Q 2018 Consolidated Cash Flows**

Amounts in thousands

	<u>Jul-18</u>	<u>Aug-18</u>	<u>Sep-18</u>	<u>3Q 2018</u>
<i>Beginning Cash Balance</i>	\$ —	\$ —	\$ —	\$ — 3)
Receipts				
Collections	\$9,500	\$9,896	\$9,800	\$29,196
Other Receipts				—
Borrowing				—
Total Receipts	\$9,500	\$9,896	\$9,800	\$29,196
Operating Disbursements				
LOE/Capex/Other Op. Ex.	\$3,099	\$3,750	\$2,059	\$ 8,908
G&A	222	72	51	345
Payroll	—	—	—	—
Royalties	2,356	—	4,879	7,235
Taxes	—	—	—	—
Total Operating Disbursements	\$5,677	\$3,822	\$6,989	\$16,488
Non-Operating Disbursements				
Restructuring Fees	\$ —	\$ —	\$ —	\$ —
Bank Fees	\$ —	—	—	—
Debt / Interest Payments	—	—	—	—
Total Non-Operating Disbursements	\$ —	\$ —	\$ —	\$ —
Net Plan Disbursements				
Plan Effects Receipts	\$ —	\$ —	\$ —	\$ —
Plan Effects Disbursements	—	—	—	—
Total Net Plan Disbursements	\$ —	\$ —	\$ —	\$ —
Net Cash Flow	\$3,823	\$6,074	\$2,811	\$12,708
<i>Ending Cash Balance</i>	\$ —	\$ —	\$ —	\$ — 3)

Notes:

- 1) On April 30, 2018, Amplify Energy Corp. and its affiliates (collectively, the “Debtors”) filed with the Bankruptcy Court a motion for a final decree and entry of an order closing the chapter 11 cases with respect to each of the Debtors, other than (i) San Pedro Bay Pipeline Company (“SPBPL”), Ch. 11 Case No. 17-30249, (ii) Rise Energy Beta, LLC (“REB”), Ch. 11 Case No. 17-30250, and (iii) Beta Operating Company, LLC (“BOC”), Ch. 11 Case No. 17-30253, (collectively, the “Closing Debtors”). On May 30, 2018 (“Final Decree Date”), the court entered the final decree closing the chapter 11 cases of the Closing Debtors. For periods after the Final Decree Date, receipts and disbursement activity only reflect the transactions of SPBPL, REB, and BOC, respectively.
- 2) 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 Amplify Energy Corp. (“the Company”). Information contained in the Disbursement Summary has been derived from the Company’s books and records. Therefore, in order to comply with its obligations to provide quarterly reporting during the Chapter 11 case, the Company has prepared this quarterly report using the best information presently available to it. 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.
- 3) Based on centralized cash management practices, almost all disbursements are made by Amplify Energy Operating LLC’s (successor entity to Memorial Production Operating LLC) and Beta Operating Company, LLC on behalf of all Debtors with all cash receipts and Cash Balances held in Amplify Energy Operating LLC’s main operating account. For periods after the Final Decree Date, the Beginning and Ending Cash Balances is displayed as zero as SPBPL, REB, and BOC have ZBA accounts which sweep cash on a daily basis to the Amplify Energy Operating LLC’s main operating account.

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 2018

Case Number	Entity Name	Disbursements				Fees In USD		
		Jul-18	Aug-18	Sep-18	3Q18 Total	Fee	Balance Due per UST	Difference
17-30262	Memorial Production Partners LP						—	—
17-30248	Memorial Production Finance Corporation						—	—
17-30249	San Pedro Bay Pipeline Company	260,315	100,748	163,944	525,008	4,875	4,875	—
17-30250	Rise Energy Beta, LLC	3,060,038	3,721,167	1,945,707	8,726,912	87,269	58,930	28,339
17-30251	Rise Energy Minerals, LLC						—	—
17-30252	Rise Energy Operating, LLC						—	—
17-30253	Beta Operating Company, LLC	2,355,861	—	4,879,307	7,235,169	72,352	35,386	36,966
17-30254	Columbus Energy, LLC						—	—
17-30255	WHT Carthage LLC						—	—
17-30256	WHT Energy Partners LLC						—	—
17-30257	Memorial Energy Services LLC						—	—
17-30258	Memorial Midstream LLC						—	—
17-30259	Memorial Production Operating LLC						—	—
17-30260	MEMP Services LLC						—	—
17-30261	Memorial Production Partners GP LLC						—	—
	Total	5,676,214	3,821,915	6,988,958	16,487,088	164,496	99,191	65,305

Notes: