

Constellation Energy Partners LLC
Form DEFA14A
December 06, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Confidential, for Use of the Commission
Only
(as permitted by Rule 14a-6(e)(2))**

Constellation Energy Partners LLC

(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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No fee required.

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Fee paid previously with preliminary materials.

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News Release

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Constellation Energy Partners Withdraws Proposals

Regarding Potential Change in Tax Election

HOUSTON (BUSINESS WIRE) Dec. 6, 2012 Constellation Energy Partners LLC (NYSE MKT: CEP) today announced that it has withdrawn two proposals from consideration at the company's annual meeting, currently scheduled for Dec. 14, 2012, that would have facilitated an election by the company to be treated as a corporation rather than a partnership for income tax purposes.

The decision to withdraw the proposals comes after the company received a Class A Unitholder Ballot on Nov. 30, 2012 from Constellation Energy Partners Management, LLC (CEPM) indicating an election to vote all of the Class A units against both proposals. CEPM is a wholly owned affiliate of PostRock Energy Corporation.

The withdrawn proposals are Proposal Nos. 2 and 3 in the company's proxy statement for the annual meeting, and these proposals will not be presented for a vote at the annual meeting.

Approval of the proposals would have required the affirmative vote of both the holders of a majority of the company's common (or Class B) units outstanding and entitled to vote thereon, voting as a separate class, and the affirmative vote of the holders of a majority of the Class A units outstanding and entitled to vote thereon, voting as a separate class.

About the Company

Constellation Energy Partners LLC (www.constellationenergypartners.com) is a limited liability company focused on the acquisition, development and production of oil and natural gas properties, as well as related midstream assets.