

SHEPHERD W CLYDE III
 Form 4/A
 February 04, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SHEPHERD W CLYDE III

2. Issuer Name and Ticker or Trading Symbol
 FIDELITY SOUTHERN CORP
 [LION]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 3490 PIEDMONT ROAD, SUITE 1550
 (Street)
 ATLANTA, GA 30305
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2010
 4. If Amendment, Date Original Filed(Month/Day/Year)
 02/03/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Fidelity Southern Corporation - Common Stock	12/31/2010		J	V	0 (2) \$ 0 (2)	D	62,097.4904
Fidelity Southern Corporation - Common Stock	12/31/2010		J	V	0 (2) \$ 0 (2)	D	5,125
	12/31/2010		J	V	0 (2)	D	35,400
						I	By Family Partnership

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Fidelity Southern Corporation - Common Stock					\$ 0 (2)			By Family Foundation		
Fidelity Southern Corporation - Common Stock	12/31/2010		J	V	0 (2)	D	\$ 0 (2)	1,845	I	By Child - Wm Clyde S Shepherd

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.6			Code V (A) (D)		Date Exercisable: 07/22/2009 ⁽¹⁾ Expiration Date: 07/22/2013	Fidelity Southern Corporation - Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEPHERD W CLYDE III 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305	X			

Signatures

Barbara McNeill, Attorney in Fact for W. Clyde
Shepherd III

02/04/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Exercisable: 1/3 on 7/22/09; 1/3 on 7/22/10; 1/3 on 7/22/11

(2) To correct a reporting error where stock dividends were incorrectly reported on Form 4 instead of Form 5

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. t-family:Times New Roman">Pursuant to the GP Purchase Agreement, the Company acquired all of the GP Interests from Lion LLC, making the Company the sole member of the General Partner. The aggregate consideration paid by the Company in exchange for the GP Interests was \$3.0 million, plus certain expenses and legal fees.

The foregoing description of the GP Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the GP Purchase Agreement, which was filed as Exhibit 2.2 to the Partnership's Current Report on Form 8-K filed with the SEC on March 26, 2018 and incorporated herein by reference.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

In connection with the consummation of the Corporate Reorganization, the NASDAQ Global Select Market was notified that all outstanding Partnership Equity was converted pursuant to the Merger Agreement into the right to receive the Merger Consideration, subject to the terms and conditions of the Merger Agreement. The Partnership requested that the NASDAQ Global Select Market file a notification of removal from listing on Form 25 with the SEC with respect to the delisting of the Partnership Equity. The Partnership Equity will be suspended from trading on the NASDAQ Global Select Market prior to the opening of trading on September 21, 2018.

In addition, the Partnership intends to file with the SEC a certification and notice of termination on Form 15 requesting that the Partnership Equity be deregistered under Section 12(g) and 15(d) of the Exchange Act, and that the Partnership's reporting obligations under Sections 13 and 15(d) of the Exchange Act with respect to the Partnership Equity be suspended.

Item 3.03. Material Modification to Rights of Security Holders.

Pursuant to the terms of the Merger Agreement, at the Effective Time, (i) each Unit issued and outstanding was converted into the right to receive one share of Common Stock, (ii) each Series A Preferred Unit issued and outstanding was converted into the right to receive 2.92033118 shares of Common Stock, with any rights to accumulated and unpaid distributions discharged, and (iii) each Series B Preferred Unit issued and outstanding was converted into the right to receive 2.90650421 shares of Common Stock, with any rights to accumulated and unpaid distributions discharged.

At the Effective Time, holders of the Units, Series A Preferred Units and Series B Preferred Units ceased to have any rights as unitholders of the Partnership, other than the right to receive the Merger Consideration in accordance with the Merger Agreement.

At the Effective Time, each outstanding Partnership restricted unit was converted into the right to receive the Merger Consideration for each Partnership common unit subject to such awards.

The information set forth in Item 2.01 is incorporated herein by reference.

Item 5.01 Changes in Control of Registrant.

The information set forth in Item 2.01 is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

In connection with the consummation of the Corporate Reorganization, the Amended and Restated Limited Liability Company Agreement of the General Partner (as amended, the GP LLC Agreement) was amended (the GP LLCA Amendment). The GP LLCA Amendment amends Exhibit A of the GP LLC Agreement to reflect the Company's purchase of all of the issued and outstanding limited liability company interests in the General Partner and becoming the sole member of the General Partner pursuant to the GP Purchase Agreement.

The foregoing description of the GP LLCA Amendment does not purport to be complete and is qualified in its entirety by reference to the GP LLCA Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Partnership held a special meeting (the Special Meeting) of holders of Units (the Unitholders) on September 19, 2018. At the Special Meeting, the Unitholders were requested to consider and vote upon:

a proposal to approve the Merger Agreement, by and among the Partnership, the Company, Merger Sub and the General Partner, pursuant to which Merger Sub will be merged with and into the Partnership, with the Partnership continuing as the surviving entity and a wholly owned subsidiary of the Company (the Merger Proposal);

a proposal to approve the classification of the Board of Directors in accordance with the Amended and Restated Certificate of Incorporation of the Company, to be in effect following the consummation of the Corporate Reorganization (as defined in the Partnership's definitive proxy statement filed on August 3, 2018 (the Proxy Statement)) (the Board Classification Proposal);

a proposal to approve the Legacy Reserves Inc. 2018 Omnibus Incentive Plan, to be in effect following the consummation of the Corporate Reorganization (the LTIP Proposal);

on an advisory, non-binding basis, the compensation payments that may be paid or become payable to the Partnership's named executive officers in connection with the Corporate Reorganization (the Compensation Proposal); and

a proposal to adjourn the Special Meeting to a later date or dates, if presented, to permit further solicitation of proxies if there are not sufficient votes at the time of the Special Meeting to approve the Merger Proposal (the Adjournment Proposal and, collectively with the Merger Proposal, the Board Classification Proposal, the LTIP Proposal and the Compensation Proposal, the Proposals).

The approval of each Proposal required the affirmative vote of the majority of votes cast (abstentions did not count as votes cast for purposes of approval of each of the Proposals). The following are the final voting results on the Proposals considered and voted upon at the Special Meeting, each of which is more fully described in the Proxy Statement:

The Merger Proposal was approved by the following vote:

VOTES FOR	VOTES AGAINST	VOTES ABSTAINED
52,205,552	245,333	235,347

The Board Classification Proposal was defeated by the following vote:

VOTES FOR	VOTES AGAINST	VOTES ABSTAINED
24,428,020	28,014,022	244,190

The LTIP Proposal was approved by the following vote:

VOTES FOR	VOTES AGAINST	VOTES ABSTAINED
39,192,709	11,572,849	1,920,674

The Compensation Proposal was approved by the following vote:

VOTES FOR	VOTES AGAINST	VOTES ABSTAINED
47,937,560	2,133,484	2,615,188

The Adjournment Proposal was approved by the following vote:

VOTES FOR	VOTES AGAINST	VOTES ABSTAINED
41,068,222	11,291,888	326,122

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

No.

Description

3.1

Explanation of Responses:

Fourth Amendment to Amended and Restated Limited Liability Company Agreement of Legacy Reserves GP, LLC.

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.

Legacy Reserves LP

Date: September 20, 2018

By: /s/ James Daniel Westcott
James Daniel Westcott
President and Chief Financial Officer