
**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: February 14, 2012

Date of Earliest Event Reported: February 8, 2012

Constellation Energy Partners LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33147
(Commission
File Number)

11-3742489
(IRS Employer
Identification No.)

1801 Main Street, Suite 1300 Houston, TX
(Address of principal executive offices)

77002
(Zip Code)

Registrant's telephone number, including area code: (832) 308-3700

Not applicable

(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:

- ☐ 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))
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ITEM 3.01 Notice Of Delisting Or Failure To Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

Effective as of February 8, 2012, the Board of Managers of Constellation Energy Partners LLC (the “Company”) authorized the delisting and deregistration of its Class B common units from the NYSE Arca, Inc. (“NYSE Arca”) to allow the Company’s Class B common units, pursuant to an application for listing filed on February 9, 2012, to be listed and registered on the NYSE Amex LLC (“NYSE Amex”). On February 14, 2012, the Company received a letter from NYSE Regulation, Inc. authorizing the Company for listing on the NYSE Amex. The Company anticipates that its Class B common units will begin trading on the NYSE Amex on or about February 17, 2012 under the ticker symbol “CEP.” The Company will continue to trade on NYSE Arca under the ticker symbol “CEP” until the transfer to the NYSE Amex is complete.

On February 14, 2012, the Company issued a press release announcing that its Board of Managers had authorized the voluntary delisting of its Class B common units on the NYSE Arca and its listing on the NYSE Amex, and its authorization to list its Class B common units on the NYSE Amex. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	News Release dated February 14, 2012

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.

CONSTELLATION ENERGY PARTNERS LLC

Date: February 14, 2012

By: /s/ Charles C. Ward

Charles C. Ward

Chief Financial Officer and Treasurer

**News Release**

General Inquiries: 877.847.0008
www.constellationenergypartners.com

Investor Contact: **Charles C. Ward**
 877.847.0009

Constellation Energy Partners Announces
Plans to Move to the NYSE Amex Equities

HOUSTON—(BUSINESS WIRE)—Feb. 14, 2012—Constellation Energy Partners LLC (NYSE Arca: CEP) today announced that it has been authorized to list its Class B common units, which represent limited liability company interests in Constellation Energy Partners LLC, on NYSE Amex under its existing ticker symbol “CEP”. In connection with the transfer to NYSE Amex, the company has given notice to NYSE Arca of its intention to voluntarily delist its Class B common units from NYSE Arca. The company intends to withdraw its listing from NYSE Arca upon the company’s acceptance for listing on NYSE Amex.

“We believe a move to NYSE Amex is important for CEP, as we expect it will increase our visibility in the investment community and provide additional liquidity to potential investors and unitholders” commented Stephen R. Brunner, President and Chief Executive Officer of Constellation Energy Partners LLC.

The company is currently working to complete the NYSE Amex listing process, and anticipates that its Class B common units will begin trading on NYSE Amex on or about February 17, 2012.

About the Company

Constellation Energy Partners LLC is a limited liability company focused on the acquisition, development and production of oil and natural gas properties, as well as related midstream assets. Additional information about the company can be found in the company’s filings with the Securities and Exchange Commission and on the company’s Web site (<http://www.constellationenergypartners.com>).

Forward-Looking Statements

We make statements in this news release that are considered forward-looking statements within the meaning of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. These forward-looking statements are largely based on our expectations, which reflect estimates and assumptions made by our management. These estimates and assumptions reflect our best judgment based on currently known market conditions and other factors. Although we believe such estimates and assumptions to be reasonable, they are inherently uncertain and involve a number of risks and uncertainties that are beyond our control. In addition, management’s assumptions about future events may prove to be inaccurate. Management cautions all readers that the forward-looking statements contained in this news release are not guarantees of future performance, and we cannot assure you that such statements will be realized or the forward-looking events and circumstances will occur. Actual results may differ materially from those anticipated or implied in the forward-looking statements due to factors listed in the “Risk Factors” section in our SEC filings and elsewhere in those filings. All forward-looking statements speak only as of the date of this news release. We do not intend to publicly update or revise any forward-looking statements as a result of new information, future events or otherwise. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.