

LONG ERIC D
Form 4
April 17, 2018

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 *
LONG ERIC D

2. Issuer Name and Ticker or Trading Symbol
USA Compression Partners, LP
[USAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/13/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
See Remarks

C/O USA COMPRESSION PARTNERS, LP, 100 CONGRESS AVENUE, SUITE 450

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

AUSTIN, TX 78701

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Units	04/13/2018		M	67,242	A (1) (2)	311,998 (3)	D
Common Units	04/13/2018		M	54,398	A (1) (2)	366,396 (3)	D
Common Units	04/13/2018		M	86,296	A (1) (2)	452,692 (3)	D
Common Units	04/13/2018		M	50,431	A (1) (2)	503,123 (3)	D
	04/13/2018		M	20,400	A (1) (2)	523,523 (3)	D

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Common Units									
Common Units	04/13/2018		M	21,574	A	<u>(1) (2)</u>	545,097 <u>(3)</u>	D	
Common Units	04/13/2018		D	33,621	D	\$ 16.93	511,476 <u>(3)</u>	D	
Common Units	04/13/2018		D	27,199	D	\$ 16.93	484,277 <u>(3)</u>	D	
Common Units	04/13/2018		D	43,148	D	\$ 16.93	441,129 <u>(3)</u>	D	
Common Units	04/13/2018		D	25,216	D	\$ 16.93	415,913 <u>(3)</u>	D	
Common Units	04/13/2018		D	10,200	D	\$ 16.93	405,713 <u>(3)</u>	D	
Common Units	04/13/2018		D	10,787	D	\$ 16.93	394,926 <u>(3)</u>	D	
Common Units							2,174 <u>(3)</u>	I	By Spouse <u>(4)</u>
Common Units							22,624 <u>(3)</u>	I	By Alex B Long Trust <u>(5)</u>
Common Units							22,624 <u>(3)</u>	I	By Adam Ericson Long Trust <u>(5)</u>
Common Units							7,592 <u>(3)</u>	I	By Aladdin Partners, L.P.

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.

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(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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	(1)	(2)			04/13/2018		Common Units	67,242
Phantom Units	(1)	(2)			04/13/2018		Common Units	54,398
Phantom Units	(1)	(2)			04/13/2018		Common Units	86,296
Phantom Units	(1)	(2)			04/13/2018		Common Units	50,431
Phantom Units	(1)	(2)			04/13/2018		Common Units	20,400
Phantom Units	(1)	(2)			04/13/2018		Common Units	21,574

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LONG ERIC D C/O USA COMPRESSION PARTNERS, LP 100 CONGRESS AVENUE, SUITE 450 AUSTIN, TX 78701	X		See Remarks	

Signatures

/s/ Eric D. Long 04/17/2018
 **Signature of Date
 Reporting Person

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) Each phantom unit is the economic equivalent of one common unit of USA Compression Partners, LP.
- (2) The Reporting Person settled approximately 50% of his newly vested phantom units for cash and the rest for common units.
- (3) Includes common units acquired under the USA Compression Partners, LP Distribution Reinvestment Plan.
- (4) Mr. Long disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- (5) Common units held by each of the Alex B. Long Trust and the Adam Ericson Long Trust, of which Mr. Long is the trustee under agreements dated April 17, 2007.
- (6) The phantom units were set to vest in three equal annual installments beginning on the date of grant. In accordance with the terms of the USA Compression Partners, LP 2013 Long-Term Incentive Plan, the vesting of the phantom units was accelerated in connection with the Issuer's change in control transaction and settled on April 13, 2018.

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- (7) The phantom units were set to vest on the third anniversary of the date of grant, with the number of phantom units that vest on such third anniversary to range between 0% and 200% of the reported number of phantom units generally depending on the Issuer's achievement of certain objective, performance-based criteria during the three years prior to the vesting date. In accordance with the terms of the USA Compression Partners, LP 2013 Long-Term Incentive Plan, the vesting of the phantom units was accelerated in connection with the Issuer's change in control transaction and vested at 100% of the reported number of phantom units which settled on April 13, 2018.

Remarks:

The Reporting Person is the Chief Executive Officer, President and Director of USA Compression GP, LLC, the general partner

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

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