

EIG VETERAN EQUITY AGGREGATOR, L.P.

Form 3

April 02, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â EIG VETERAN EQUITY AGGREGATOR, L.P. | | (Month/Day/Year) | USA Compression Partners, LP [USAC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| 1700 PENNSYLVANIA AVE NW, STE. 800 | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| WASHINGTON, DC 20006 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|------------------------------------|------------|------------|--------------|-----------|----------|----------------------------------|---|
| Series A Perpetual Preferred Units | Â (1) | Â (1) | Common Units | (1) | \$ 0 | D | Â |
| Warrant to Purchase Common Units | 04/02/2019 | 04/02/2028 | Common Units | 4,206,641 | \$ 17.03 | D | Â |
| Warrant to Purchase Common Units | 04/02/2019 | 04/02/2028 | Common Units | 8,413,281 | \$ 19.59 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EIG VETERAN EQUITY AGGREGATOR, L.P. 1700 PENNSYLVANIA AVE NW, STE. 800 WASHINGTON, DC 20006 | Â X | Â | Â | Â |

Signatures

EIG Veteran Equity Aggregator, L.P.; By: EIG Veteran Equity GP, LLC, its general partner;
 By: EIG Asset Management, LLC, its managing member; By: /s/ Randall S. Wade, Chief Operating Officer; By: /s/ Robert L. Vitale, General Counsel

04/02/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) On April 2, 2018, EIG Veteran Equity Aggregator, L.P. ("EIG Aggregator") completed its acquisition of 420,664.07351 Series A Perpetual Preferred Units (the "Preferred Units") of the Issuer. Certain of the Preferred Units become convertible into common units of the Issuer ("Common Units") on an annual basis beginning on the third anniversary of the close of the Acquisition (the "Closing"), with all of the Preferred Units becoming convertible beginning on the fifth anniversary of the Closing. Each Preferred Unit is convertible into a number of Common Units equal to the \$1,000 (plus accrued and unpaid distributions) divided by \$20.0115, subject to certain adjustments.

Â

Remarks:
 Matthew Â Hartman, Â Senior Â Vice Â President Â of Â EIG Â Asset Â Management Â LLC, Â the Â sole Â member Â of Â EIG Â

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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