

Blueknight Energy Partners, L.P.
 Form 4
 September 27, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 CB-Blueknight, LLC

2. Issuer Name and Ticker or Trading Symbol
 Blueknight Energy Partners, L.P.
 [BKEP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 200 CLARENDON STREET, FLOOR 54
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/12/2010

____ Director
 ____ Officer (give title below)
 10% Owner
 Other (specify below)
 Director by Deputization

BOSTON, MA 02116

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

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	
			Code V	(A)	(D)	Date Exercisable Expiration Date
Subordinated Units ⁽¹⁾ ⁽²⁾	<u>(2)</u>	11/12/2010	P		6,285,252	<u>(2)</u> <u>(2)</u>
Subordinated Units ⁽³⁾	<u>(3)</u>	09/14/2011	D		6,285,252	<u>(2)</u> <u>(2)</u>
Series A Preferred Units ⁽⁴⁾	\$ 6.5	11/09/2011	D		1,612,747	<u>(5)</u> <u>(5)</u>
Convertible Subordinated Debentures ⁽⁶⁾	<u>(6)</u>	11/09/2011	D		0 <u>(6)</u>	12/31/2011 ⁽⁶⁾ 12/31/2011 ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CB-Blueknight, LLC 200 CLARENDON STREET FLOOR 54 BOSTON, MA 02116		X		Director by Deputization
CHARLESBANK CAPITAL PARTNERS LLC 200 CLARENDON STREET, FLOOR 54 BOSOTON, MA 02116		X		Director by Deputization
Charlesbank Equity Fund VII GP, Limited Partnership 200 CLARENDON STREET, FLOOR 54 BOSTON, MA 02116		X		Director by Deputization
Charlesbank Equity Fund VII, Limited Partnership 200 CLARENDON STREET, FLOOR 54 BOSTON, MA 02116		X		Director by Deputization

Signatures

/s/ Jon M. Biotti, Jon M. Biotti, Managing Director of CB-Blueknight, LLC 09/27/2016
__Signature of Reporting Person Date

/s/ Jon M. Biotti, Jon M. Biotti, Managing Director of Charlesbank Capital Partners, LLC, general partner of Charlesbank Equity Fund VII GP, Limited Partnership, general partner of Charlesbank Equity Fund VII 09/27/2016
__Signature of Reporting Person Date

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/s/ Jon M. Biotti, Jon M. Biotti, Managing Director of Charlesbank Capital Partners, LLC,
general partner of Charlesbank Equity Fund VII GP, Limited Partnership

09/27/2016

__Signature of Reporting Person

Date

/s/ Jon M. Biotti, Jon M. Biotti, Managing Director of Charlesbank Capital Partners, LLC

09/27/2016

__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) As previously disclosed in Blueknight Energy Partners, L.P.'s (the "Issuer") Form 10-K for the fiscal year ended December 31, 2010 (the "2010 Form 10-K"), pursuant to the Purchase, Sale & Co-Investment Agreement by and between CB-Blueknight, LLC ("Charlesbank Holding") and Blueknight Energy Holding, Inc. ("Vitol Holding") dated as of October 21, 2010, on November 12, 2010 Vitol Holding sold 6,285,252 Subordinated Units (the "Subordinated Units") of the Issuer to Charlesbank Holding.

As of November 12, 2010 and as of September 14, 2011, the Subordinated Units had no expiration date and were convertible on a one-for-one basis into Common Units representing limited partner interests of the Issuer ("Common Units") at the end of the subordination period, as set forth in the Issuer's Third Amended and Restated Agreement of Limited Partnership, dated as of October 25, 2010, filed with the Securities and Exchange Commission as Exhibit 3.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 25, 2010 (the "Form 8-K").
 - (2) As previously disclosed in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 14, 2011, the outstanding Subordinated Units were cancelled on September 14, 2011 pursuant to the adoption of the Fourth Amended and Restated Agreement of Limited Partnership of the Issuer.
 - (3) As previously disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011 (the "2011 Third Quarter 10-Q"), on November 9, 2011, the Issuer repurchased 1,612,747 of the Series A Preferred Units representing limited partner interests of the Issuer (the "Preferred Units") for an aggregate of \$10,608,194.65 (being \$6.50 per Preferred Unit and \$0.078 per Preferred Unit as a pro-rata distribution amount) from each of Charlesbank Holding and Vitol Holding, after which each of Charlesbank Holding and Vitol Holding retained 9,156,484 Preferred Units.
 - (4) The Preferred Units have no expiration date and are convertible at any time, in whole or in part, on a one-for-one basis into Common Units representing limited partner interests of the Issuer at the holder's election as set forth in the Fourth Amended and Restated Agreement of Limited Partnership of the Issuer, dated September 14, 2011 and filed with the Securities and Exchange Commission as Exhibit 3.1 to the Issuer's Current Report on Form 8-K filed on September 14, 2011.
 - (5) As previously disclosed in the 2011 Third Quarter 10-Q, on November 9, 2011, the Issuer redeemed the Convertible Debenture for a price equal to its face value of \$25,000,000, plus the accrued and unpaid interest thereon. If not otherwise redeemed, the Convertible Debenture was to mature on December 31, 2011 and, on such date, all outstanding principal and any accrued and unpaid interest were to automatically convert into Preferred Units. The terms of the Convertible Debenture are described more fully in the Form 8-K.
 - (6) As of each transaction date reported herein, these securities were owned directly by Charlesbank Holding. This form is jointly filed by Charlesbank Holding, Charlesbank Equity Fund VII, Limited Partnership ("Fund VII"), Charlesbank Equity Fund VII GP, Limited Partnership ("Equity VII GP") and Charlesbank Capital Partners, LLC ("Charlesbank"). Fund VII is the manager of Charlesbank Holding and may be deemed to indirectly beneficially own the securities of the Issuer held by Charlesbank Holding but disclaims beneficial ownership except to the extent of its pecuniary interest therein.
 - (7) Equity VII GP is the general partner of Fund VII and may be deemed to indirectly beneficially own the securities of the Issuer held by Fund VII but disclaims beneficial ownership except to the extent of its pecuniary interest therein. Charlesbank is the general partner of Equity VII GP and therefore may be deemed to indirectly beneficially own the securities of the Issuer held by Equity VII GP, but disclaims beneficial ownership except to the extent of its pecuniary interest therein. Charlesbank serves as the investment advisor to Fund VII and the investment adviser or general partner to certain other affiliated funds that have a pecuniary interest in the securities of the Issuer owned by Charlesbank Holding but do not control Charlesbank Holding.
 - (8)

Remarks:

Charlesbank Holding owns 50% of the equity interests in Blueknight GP Holding, LLC ("GP Holding"), which owns 100% of

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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