

Hi-Crush Partners LP
 Form 4
 August 22, 2012

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 *
Hi-Crush Proppants LLC

 (Last) (First) (Middle)
THREE RIVERWAY, SUITE 1550

 (Street)
HOUSTON, TX 77056

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Hi-Crush Partners LP [HCLP]

 3. Date of Earliest Transaction
 (Month/Day/Year)
08/21/2012

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

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)
 ___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

 6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
Common Units representing limited partner interests	08/21/2012		S	V	Amount \$ 17 (1) 702,851	D	(2)

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hi-Crush Proppants LLC THREE RIVERWAY SUITE 1550 HOUSTON, TX 77056		X		
Avista Capital Partners II GP, LLC 65 EAST 55TH STREET, 18TH FLOOR NEW YORK, NY 10022		X		
Avista Capital Partners II, L.P. 65 EAST 55TH STREET, 18TH FLOOR NEW YORK, NY 10022		X		
Avista Capital Partners (Offshore) II, L.P. 65 EAST 55TH STREET, 18TH FLOOR NEW YORK, NY 10022		X		
Avista Capital Partners (Offshore) II-A, LP 65 EAST 55TH STREET, 18TH FLOOR NEW YORK, NY 10022		X		
ACP HIP Splitter, LP 65 EAST 55TH STREET, 18TH FLOOR NEW YORK, NY 10022		X		
ACP HIP Splitter (Offshore), LP 65 EAST 55TH STREET, 18TH FLOOR NEW YORK, NY 10022		X		

Signatures

/s/ Mark C. Skolos, General Counsel of Hi-Crush Proppants LLC	08/22/2012
__Signature of Reporting Person	Date
/s/ Mark C. Skolos, as Attorney-In-Fact for Ben Silbert, General Counsel of Avista Capital Partners II GP, LLC	08/22/2012
__Signature of Reporting Person	Date
/s/ Mark C. Skolos, as Attorney-In-Fact for Ben Silbert, General Counsel of Avista Capital Partners II GP, LLC, as general partner of Avista Capital Partners II, LP	08/22/2012
__Signature of Reporting Person	Date
/s/ Mark C. Skolos, as Attorney-In-Fact for Ben Silbert, General Counsel of Avista Capital Partners II GP, LLC, as general partner of Avista Capital Partners (Offshore) II, LP	08/22/2012
__Signature of Reporting Person	Date
/s/ Mark C. Skolos, as Attorney-In-Fact for Ben Silbert, General Counsel of Avista Capital Partners II GP, LLC, as general partner of Avista Capital Partners (Offshore) II-A, LP	08/22/2012
__Signature of Reporting Person	Date
/s/ Mark C. Skolos, as Attorney-In-Fact for Ben Silbert, General Counsel of Avista Capital Partners II GP, LLC, as general partner of Avista Capital Partners II, LP, as general partner of ACP HIP Splitter, LP	08/22/2012
__Signature of Reporting Person	Date
/s/ Mark C. Skolos, as Attorney-In-Fact for Ben Silbert, General Counsel of Avista Capital Partners II GP, LLC, as general partner of Avista Capital Partners II, LP, as general partner of ACP HIP Splitter (Offshore), LP	08/22/2012
__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) On August 21, 2012, Hi-Crush Proppants LLC ("Proppants") sold 12,937,500 common units representing limited partner interests in Hi-Crush Partners LP to the public in connection with the initial public offering of the Issuer at a price of \$17.00 per common unit.
- This Form 4 is being filed jointly by Proppants, Avista Capital Partners II, LP ("ACP II"), Avista Capital Partners (Offshore) II-A, LP ("ACP Off II-A"), Avista Capital Partners (Offshore) II, LP ("ACP Off II"), ACP HIP Splitter, LP ("HIP Splitter"), ACP HIP Splitter (Offshore), LP ("HIP Splitter Off") and Avista Capital Partners II GP, LLC ("ACP II GP"). ACP II, ACP Off II-A and ACP Off II own 58% of the membership interests of Proppants through HIP Splitter and HIP Splitter Off. Each of ACP II, ACP Off II-A and ACP Off II is controlled by ACP II GP, its general partner. ACP II, ACP Off II-A, ACP Off II, HIP Splitter, HIP Splitter Off and ACP II GP may therefore be deemed to beneficially own securities of the Issuer owned directly or indirectly by Proppants.

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.