

STONEMOR PARTNERS LP  
Form 8-K  
September 21, 2018

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

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): September 17, 2018

StoneMor Partners L.P.  
(Exact name of Registrant as Specified in Its Charter)

Delaware                              001-32270      80-0103159  
(State or other jurisdiction      (Commission (I.R.S. Employer  
of incorporation)                      file number)      Identification No.)  
3600 Horizon Boulevard  
Trevose, Pennsylvania                              19053  
(Address of principal executive offices)      (Zip Code)

Registrant's telephone number, including area code (215) 826-2800

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 17, 2018, StoneMor GP LLC (the “General Partner”), the general partner of StoneMor Partners L.P. (the “Partnership”), approved the amendment and restatement of the StoneMor Partners L.P. 2014 Long-Term Incentive Plan, which was also renamed the StoneMor Amended and Restated 2018 Long-Term Incentive Plan (the “Restated Plan”), in order to (i) increase the number of common units of the Partnership reserved for delivery under the Restated Plan and (ii) make certain other clarifying changes and updates to the Restated Plan.

The Restated Plan provides for the grant, from time to time, at the discretion of the board of directors of the General Partner (the “Board”) or the Compensation, Nominating and Governance, and Compliance Committee of the Board, of equity-based incentive compensation awards. Subject to adjustment in the event of certain transactions or changes of capitalization in accordance with the Restated Plan, 2,000,000 common units of the Partnership have been reserved for delivery pursuant to awards under the Restated Plan. Common units subject to an award that is forfeited, cancelled, exercised, settled in cash, or otherwise terminates or expires without delivery of common units and common units withheld to satisfy the withholding obligations with respect to an award will again be available for delivery pursuant to other awards under the Restated Plan.

The foregoing description of the Restated Plan does not purport to be complete and is qualified in its entirety by reference to the complete text of the Restated Plan, a copy of which is filed as Exhibit 10.1 to this Current Report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
10.1	<u>StoneMor Amended and Restated 2018 Long-Term Incentive Plan</u>

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**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.

STONEMOR PARTNERS L.P.

Date: September 21, 2018 By: StoneMor GP LLC  
its general partner  
By: /s/ Mark L. Miller  
Mark L. Miller  
Chief Financial Officer