Hi-Crush Partners LP Form 4 March 15, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Skolos Mark C.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First) (Middle)

3. Date of Earliest Transaction

Hi-Crush Partners LP [HCLP]

(Month/Day/Year) 03/13/2017

Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

below) below) General Counsel and Secretary

THREE RIVERWAY, SUITE 1350

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

HOUSTON, TX 77056

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

(Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number Transaction Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3) Price of Derivative Security (A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Date Title Exercisable

Purchase

Rights \$ 13.18 03/13/2017 A 1,669 05/23/2018 05/2018 05/20

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Skolos Mark C. THREE RIVERWAY SUITE 1350 HOUSTON, TX 77056

General Counsel and Secretary

Amount

or Number of Shares

### **Signatures**

/s/ Mark C. Skolos 03/15/2017

\*\*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).

The reporting person is a participant in the Hi-Crush Partners LP First Amended and Restated Long-Term Incentive Plan (the "Plan") and has elected to participate in the Hi-Crush Partners LP 2017 Unit Purchase Program (the "2017 UPP") adopted under the Plan. On March 13, 2017, the reporting person was granted the right to purchase, on May 23, 2018 at \$13.18 per common unit, up to the number of

- (1) 13, 2017, the reporting person was granted the right to purchase, on May 23, 2018 at \$13.18 per common unit, up to the number of common units that are equal to (i) the reporting person's elected percentage of compensation multiplied by (ii) his actual eligible compensation during the period of the 2017 UPP's applicability divided by (iii) \$13.18; provided that such number of common units shall be capped at 20,000 common units.
- The number of derivative securities acquired and underlying common units reported on this Form 4 for the reporting person is based on the application of the foregoing formula using the reporting person's current elected percentage of compensation and amount of eligible compensation, but may increase due to increases in the reporting person's actual eligible compensation or be reduced based on reductions in the reporting person's elected percentage of compensation or amount of actual eligible compensation.
- (3) The purchase right is only exercisable on May 23, 2018 and does not continue thereafter.

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.

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