CEDAR FAIR L P Form 144 December 16, 2016

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WORK LOCATION

UNITED STATES	SEC USE ONLY
	DOCUMENT SEQUENCE NO.
SECURITIES AND EXCHANGE COMMISSION	
Washington, D.C. 20549	CUSIP NUMBER

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES

PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1(a) NAME OF ISSUER (Please type or pri-	nt) (b) I	RS IDENT.	NO.	(<i>c</i>) S.E.C. FIL	E NO.		
Cedar Fair, L.P.	34-1	560655		001-09444			
1(d) ADDRESS OF ISSUER STREET	CITY	STATE	ZIP C	ODE (e) TELE AREA C). UMBER	
One Cedar Point Drive	Sandusky	OH	44870	419	62	27-2173	
NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD	•	NSHIP T@) ADDR	ESS STREET	CITY	STATE	ZIP C
hillip Bender	Officer						
			ne Cedai oint Dr		Sandusky	ОН	448
INSTRUCTION: The person filing this notic	e should contac the S.E.C. Fi		to obtaii	n the I.R.S. Iden	tification Ni	umber and	
3(a) (b)	SEC (c) USE	(<i>d</i>)	(e)	(<i>f</i>)	(g)		

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ONLY							
Title of the	Broker-Deal&umberAggr&gateber				ber of Sha	ar es pproximate	Name of Each
			of				
Class of		File	Shares	Market	or	Date of Sale	Securities
	Name and Address of Each	hNumber	•	Value	Other		
Securities	Broker Through Whom		or Other		Units	(See instr. 3(f))	Exchange
			Units				
To Be Sold	the Securities are			0	utstandin	(MO. DAY YR.)	(See instr. $3(g)$)
to be Offered or Each Market			To Be	(See			
			Sold	instr.	(See		
	Maker who is Acquiring th	ie		$\mathcal{Z}(d))$	instr.		
	Securities		(See		3(e))		
			instr.				
			3(c))				
Units of L.P.	American Stock Transfer		3,800	\$239,51\$	6,160,377	12-15-2016	NYSE
Interest							
	6201 15th Avenue						
	Brooklyn, NY 11219						

INSTRUCTIONS:

- 1. (a) Name of issuer
 - (b) Issuer s I.R.S. Identification Number
 - (c) Issuer s S.E.C. file number, if any
 - (d) Issuer s address, including zip code
 - (e) Issuer s telephone number, including area code
- 2. (a) Name of person for whose account the securities are to be sold
 - (b) Such person s relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
 - (c) Such person s address, including zip code
- 3. (a) Title of the class of securities to be sold
 - (b) Name and address of each broker through whom the securities are intended to be sold
 - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 - (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
 - (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
 - (f) Approximate date on which the securities are to be sold
 - (g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

SEC 1147 (08-07)

TABLE I SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold

and with respect to the payment of all or any part of the purchase price or other consideration therefor:

of						Nature
ass	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (<i>If gift, also give date donor acquired</i>)		Date of Payment	Payme
of	12/2016	Units earned through equity compensation	Cedar Fair, L.P.	3,800	12/2016	Option ex

st

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
H. Phillip Bender	Units of Limited Partner	NONE	NONE	NONE
One Cedar Point Drive	Interest			
Sandusky, OH 44870 REMARKS:				

INSTRUCTIONS:

ATTENTION:

See the definition of person in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any

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other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice. material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

December 15, 2016

DATE OF NOTICE

/s/ H. Phillip Bender

(SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

IF RELYING ON RULE 10B5-1

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (02-08)