Hi-Crush Partners LP Form 4 December 16, 2015

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction 1(b).

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

Hi-Crush Partners LP [HCLP]

(Month/Day/Year)

THREE RIVERWAY, SUITE 1350

(Street)

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

3. Date of Earliest Transaction

4. If Amendment, Date Original

Filed(Month/Day/Year)

2. Transaction Date 2A. Deemed 3. 4. Securities TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

Securities Beneficially Owned Reported

(Instr. 3 and 4)

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

(A)

Persons who 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.

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 of Transaction Derivative Code Securities

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

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per

response... 0.5

10% Owner

Other (specify

(Print or Type Responses)

1. Name and Address of Reporting Person \*

McEver Chad M.

(Last)

HOUSTON, TX 77056

1. Title of

(First)

(Middle)

12/14/2015

Applicable Line)

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

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

below) Vice President

Person

5. Amount of

Issuer

below)

Director

X\_ Officer (give title

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

Security (Month/Day/Year) (Instr. 3)

Execution Date, if

Following Transaction(s)

(T) (Instr. 4)

6. Ownership

Form: Direct

(D) or Indirect Beneficial Ownership (Instr. 4)

Indirect

7. Nature of

SEC 1474 (9-02)

#### Edgar Filing: Hi-Crush Partners LP - Form 4

(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) Acquired (A)

or Disposed of (D)

(Instr. 3, 4, and 5)

(A)

Code V

(D) Date Exercisable **Expiration Date** Title

Amoun orNumbe of Shar

(1)(2)

**Purchase** 

Rights \$ 5.14 for Units

12/14/2015

17,455 Α (1)(2)

02/28/2017 02/28/2017(3)

Common 17,45 Units

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McEver Chad M. THREE RIVERWAY **SUITE 1350** HOUSTON, TX 77056

Vice President

## **Signatures**

/s/ Mark C. Skolos as Attorney-in- Fact for Chad M. McEver

12/16/2015

\*\*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).

The reporting person is a participant in the Hi-Crush Partners LP Long-Term Incentive Plan (the "Plan") and has elected to participate in the Hi-Crush Partners LP Unit Purchase Program (the "UPP") adopted under the Plan. On December 14, 2015, the reporting person was

- (1) granted the right to purchase, on February 28, 2017 at \$5.14 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 UPP's applicability divided by (iii) 5.14; 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 February 28, 2017 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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