

Hi-Crush Partners LP
Form 4
March 02, 2017

FORM 4

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

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Barker William E

(Last) (First) (Middle)

THREE RIVERWAY, SUITE 1350

(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)
02/28/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Units	02/28/2017		M ⁽¹⁾		17,298 ⁽²⁾	A	\$ 5.14 18,838 D
Common Units	02/28/2017		S		4,100 ⁽³⁾	D	\$ 17.6881 14,738 D ⁽⁴⁾

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

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(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 Security (Instr. 3 and 4)
Purchase Rights for Units	\$ 5.14	02/28/2017		M ⁽¹⁾	17,298 ⁽²⁾	02/28/2017 ⁽²⁾ 02/28/2017 ⁽²⁾	Common Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barker William E THREE RIVERWAY SUITE 1350 HOUSTON, TX 77056			Vice President	

Signatures

/s/ William E. Barker by Mark C. Skolos as Attorney-in-Fact 03/02/2017

__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) Exercise of purchase rights for common units exempt under Rule 16b-3.

(2) On December 14, 2015, the reporting person was 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) his elected percentage of compensation multiplied by (ii) his actual eligible compensation during the period of the Hi-Crush Partners LP Unit Purchase Program's ("UPP") 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 his Form 4 filed December 16, 2015, which was 16,643, was based on the application of the foregoing formula using his elected percentage of compensation and amount of eligible compensation at such time. Due to increases in his actual eligible compensation, based on the application of the foregoing formula on the February 28, 2017 purchase date, he had the right to purchase, and did purchase, 17,298 common units.

(3) The sale reported in this Form 4 was effected pursuant to a 10b5-1 trading plan adopted by the person on December 9, 2016 and represents the number of common units sold by the reporting person to cover estimated tax withholding obligations in connection with the vesting of the Purchase Rights for Units listed in Table II.

(4) The price reported in Column 4 is a weighted average price. The common units were sold in multiple transactions at prices ranging from \$17.45 to \$17.90, inclusive. The reporting person undertakes to provide to Hi-Crush Partners LP, any security holder of Hi-Crush Partners LP, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of

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common units sold at each separate price within the range set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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