

Hi-Crush Partners LP
 Form 4
 March 02, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Rasmus Robert 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)
 CEO and Director

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 representing limited partner interests	02/28/2017		M ⁽¹⁾		20,000 ⁽²⁾	A	\$ 5.14 48,189	D	
Common Units representing limited partner interests					30,000	I			See Footnote ⁽³⁾

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Common Units representing limited partner interests	500	I	See Footnote (4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)
Purchase Rights for Units	\$ 5.14	02/28/2017		M ⁽¹⁾	20,000 (2)	02/28/2017 ⁽²⁾ 02/28/2017 ⁽²⁾	Common Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rasmus Robert E. THREE RIVERWAY SUITE 1350 HOUSTON, TX 77056	X		CEO and Director	

Signatures

/s/ Mark C. Skolos, as Attorney-In-Fact for Robert E.
Rasmus

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.

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) the reporting person's aggregate dollar amount of contributions made to the Hi-Crush

(2) Partners LP Unit Purchase Program ("UPP") during the period of the UPP's applicability divided by (ii) 5.14; provided that such number of common units shall be capped at 20,000 common units. Based on the application of the foregoing formula on the February 28, 2017 purchase date, the reporting person had the right to purchase, and did purchase, 20,000 common units.

(3) The Common Units were purchased by RER Investments LLC. The Reporting Person is the sole member of RER Investments LLC.

The Common Units included in this report were purchased by the Reporting Person's son for his own account in a Directed Unit Program in connection with the initial public offering of common units representing limited partners interests in the Issuer. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.

(4)

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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