

USA Compression Partners, LP
Form 4
December 10, 2015

FORM 4

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LONG ERIC D

(Last) (First) (Middle)

**C/O USA COMPRESSION
PARTNERS, LP, 100 CONGRESS
AVENUE, SUITE 450**

(Street)

AUSTIN, TX 78701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**USA Compression Partners, LP
[USAC]**

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2015

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)

See Remarks

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	12/08/2015		P		10,000	A \$ 12.09 <u>(1)</u>	19,860 <u>(4)</u>	I	By Alex B Long Trust <u>(5)</u>
Common Units	12/08/2015		P		10,000	A \$ 12.09 <u>(2)</u>	19,860 <u>(4)</u>	I	By Adam Ericson Long Trust <u>(5)</u>
Common Units	12/08/2015		P		2,000	A \$ 12.08 <u>(3)</u>	6,665 <u>(4)</u>	I	By Aladdin Partners.

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L.P.

Common Units	61,462 ⁽⁴⁾	D	
Common Units	1,908 ⁽⁴⁾	I	By Spouse <u>(6)</u>

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LONG ERIC D C/O USA COMPRESSION PARTNERS, LP 100 CONGRESS AVENUE, SUITE 450 AUSTIN, TX 78701	X See Remarks

Signatures

/s/ J. Gregory Holloway, as Attorney-in-Fact for Eric D.
Long 12/10/2015

 **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).
 - (1) Represents the weighted average unit price of an aggregate total of 10,000 common units purchased in the price range of \$12.0701 to \$12.12 by the reporting person. The reporting person undertakes to provide upon request by the Securities and Exchange Commission (the "Commission") staff, the Issuer or a security holder of the Issuer, full information regarding the number of units purchased at each separate price.
 - (2) Represents the weighted average unit price of an aggregate total of 10,000 common units purchased in the price range of \$12.0738 to \$12.0969 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of units purchased at each separate price.
 - (3) Represents the weighted average unit price of an aggregate total of 2,000 common units purchased in the price range of \$12.0701 to \$12.0823 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of units purchased at each separate price.
 - (4) Includes common units acquired under the USA Compression Partners, LP Distribution Reinvestment Plan.
 - (5) Common units held by each of the Alex B. Long Trust and the Adam Ericson Long Trust, of which Mr. Long is the trustee under agreements dated April 17, 2007.
 - (6) Mr. Long disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

Remarks:

The Reporting Person is the Chief Executive Officer, President and Director of USA Compression GP, LLC, the general partner

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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