

STONEMOR PARTNERS LP
Form SC 13D/A
August 01, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 4)

StoneMor Partners L.P.

(Name of Issuer)

Common Units Representing Limited Partner Interests

(Title of Class of Securities)

86183Q 10 0

(CUSIP Number)

Attn: Keith Ogden

c/o American Infrastructure MLP Fund II

950 Tower Lane, Suite 800

Foster City, CA 94404

Tel: (650) 854-6000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 31, 2018

(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 Name of Reporting Persons
American Cemeteries Infrastructure Investors, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(A):
(B): (1)

3 SEC Use Only

4 Source of Funds (See Instructions)
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware, United States of America

Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 2,364,162 (2)
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 2,364,162 (2)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,364,162 (2)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row 11
6.2% (3)

14 Type of Reporting Person (See Instructions)
OO

(1) This Schedule 13D, as amended, is filed on behalf of American Cemeteries Infrastructure Investors, LLC (ACII), AIM Universal Holdings, LLC, the sole manager of ACII (AUH), StoneMor GP Holdings LLC (GP Holdings), Matthew P. Carbone, a managing member of AUH (Carbone), and Robert B. Hellman, Jr., a director of StoneMor GP LLC, the general partner of the Issuer, and a managing member of AUH (Hellman), and together with Carbone, the Managing Members). ACII, AUH, GP Holdings and the Managing Members are hereinafter collectively referred to as the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.

(2) These common units representing limited partner interests (Common Units) are held by ACII. AUH is the sole manager of ACII. The Managing Members are managing members of AUH and may be deemed to share voting and dispositive power over the Common Units held by ACII.

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(3) This percentage is calculated based upon 37,958,645 Common Units outstanding on June 20, 2018, as disclosed by the Issuer on its annual report on Form 10-K, filed July 17, 2018.

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1 Name of Reporting Persons
AIM Universal Holdings, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(A):
(B): (1)

3 SEC Use Only

4 Source of Funds (See Instructions)
AF

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware, United States of America

Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 2,364,162 (2)
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 2,364,162 (2)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,364,162 (2)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row 11
6.2% (3)

14 Type of Reporting Person (See Instructions)
OO

(1) This Schedule 13D, as amended, is filed on behalf of American Cemeteries Infrastructure Investors, LLC (ACII), AIM Universal Holdings, LLC, the sole manager of ACII (AUH), StoneMor GP Holdings LLC (GP Holdings), Matthew P. Carbone, a managing member of AUH (Carbone), and Robert B. Hellman, Jr., a director of StoneMor GP LLC, the general partner of the Issuer, and a managing member of AUH (Hellman), and together with Carbone, the Managing Members). ACII, AUH, GP Holdings and the Managing Members are hereinafter collectively referred to as the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.

(2) These common units representing limited partner interests (Common Units) are held by ACII. AUH is the sole manager of ACII. The Managing Members are managing members of AUH and may be deemed to share voting and dispositive power over the Common Units held by ACII.

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(3) This percentage is calculated based upon 37,958,645 Common Units outstanding on June 20, 2018, as disclosed by the Issuer on its annual report on Form 10-K, filed July 17, 2018.

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1 Name of Reporting Persons
StoneMor GP Holdings LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(A):
(B): (1)

3 SEC Use Only

4 Source of Funds (See Instructions)
AF

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware, United States of America

	7	Sole Voting Power
		0
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power
		2,332,878 (2)
	9	Sole Dispositive Power
		0
	10	Shared Dispositive Power
		2,332,878 (2)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,332,878 (2)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row 11
6.1% (3)

14 Type of Reporting Person (See Instructions)
OO

(1) This Schedule 13D, as amended, is filed on behalf of American Cemeteries Infrastructure Investors, LLC (ACII), AIM Universal Holdings, LLC, the sole manager of ACII (AUH), StoneMor GP Holdings LLC (GP Holdings), Matthew P. Carbone, a managing member of AUH (Carbone), and Robert B. Hellman, Jr., a director of StoneMor GP LLC, the general partner of the Issuer, and a managing member of AUH (Hellman), and together with Carbone, the Managing Members). ACII, AUH, GP Holdings and the Managing Members are hereinafter collectively referred to as the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.

(2) These common units representing limited partner interests (Common Units) are held by GP Holdings. Hellman is a director of GP Holdings and, as the sole trustee (the Trustee) under a trust established pursuant to a Voting and Investment Trust Agreement for the pecuniary benefit of ACII, has exclusive voting and investment power over approximately 89.01% of the membership interests in, and has the power to designate all but one of the directors of, GP Holdings. As a result, Hellman may be deemed to share voting and dispositive power over the Common Units held by GP Holdings.

(3) This percentage is calculated based upon 37,958,645 Common Units outstanding on June 20, 2018, as disclosed by the Issuer on its annual report on Form 10-K, filed July 17, 2018.

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1 Name of Reporting Persons
Matthew P. Carbone

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(A):
(B): (1)

3 SEC Use Only

4 Source of Funds (See Instructions)
OO

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
United States of America

	7	Sole Voting Power
		0
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power
		2,364,162 (2)
	9	Sole Dispositive Power
		0
	10	Shared Dispositive Power
		2,364,162 (2)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,364,162 (2)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row 11
6.2% (3)

14 Type of Reporting Person (See Instructions)
IN

(1) This Schedule 13D, as amended, is filed on behalf of American Cemeteries Infrastructure Investors, LLC (ACII), AIM Universal Holdings, LLC, the sole manager of ACII (AUH), StoneMor GP Holdings LLC (GP Holdings), Matthew P. Carbone, a managing member of AUH (Carbone), and Robert B. Hellman, Jr., a director of StoneMor GP LLC, the general partner of the Issuer, and a managing member of AUH (Hellman), and together with Carbone, the Managing Members). ACII, AUH, GP Holdings and the Managing Members are hereinafter collectively referred to as the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.

(2) These common units representing limited partner interests (Common Units) are held by ACII. AUH is the sole manager of ACII. The Managing Members are managing members of AUH and may be deemed to share voting and dispositive power over the Common Units held by ACII.

(3) This percentage is calculated based upon 37,958,645 Common Units outstanding on June 20, 2018, as disclosed by the Issuer on its annual report on Form 10-K, filed July 17, 2018.

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1 Name of Reporting Persons
Robert B. Hellman, Jr.

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(A):
(B): (1)

3 SEC Use Only

4 Source of Funds (See Instructions)
OO

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
United States of America

	7	Sole Voting Power 35,711
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 4,697,040 (2)
	9	Sole Dispositive Power 35,711
	10	Shared Dispositive Power 4,697,040 (2)
	11	Aggregate Amount Beneficially Owned by Each Reporting Person 4,732,751

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row 11
12.5% (3)

14 Type of Reporting Person (See Instructions)
IN

-
- (1) This Schedule 13D, as amended, is filed on behalf of American Cemeteries Infrastructure Investors, LLC (ACII), AIM Universal Holdings, LLC, the sole manager of ACII (AUH), StoneMor GP Holdings LLC (GP Holdings), Matthew P. Carbone, a managing member of AUH (Carbone), and Robert B. Hellman, Jr., a director of StoneMor GP LLC, the general partner of the Issuer, and a managing member of AUH (Hellman), and together with Carbone, the Managing Members). ACII, AUH, GP Holdings and the Managing Members are hereinafter collectively referred to as the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) Consists of 2,364,162 common units representing limited partner interests (Common Units) held by ACII and 2,332,878 Common Units held by GP Holdings. AUH is the sole manager of ACII. The Managing Members are managing members of AUH and may be deemed to share voting and dispositive power over the Common Units held by ACII. Hellman is a director of GP Holdings and, as the sole trustee (the Trustee) under a trust established pursuant to a Voting and Investment Trust Agreement for the pecuniary benefit of ACII, has exclusive voting and investment power over approximately 89.01% of the membership interests in, and has the power to designate all but

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one of the directors of, GP Holdings. As a result, Hellman may be deemed to share voting and dispositive power over the Common Units held by GP Holdings.

- (3) This percentage is calculated based upon 37,958,645 Common Units outstanding on June 20, 2018, as disclosed by the Issuer on its annual report on Form 10-K, filed July 17, 2018.

Introduction.

This Amendment No. 4 to Schedule 13D (Amendment No. 4) is being filed as an amendment to the initial statement on Schedule 13D relating to the common units representing limited partner interests (the Common Units) of StoneMor Partners L.P., a Delaware limited partnership (the Issuer), as filed with the U.S. Securities and Exchange Commission (the SEC) on June 2, 2014 and amended on June 23, 2014, February 12, 2016 and January 17, 2017 (as amended, the Original Schedule 13D). This Amendment No. 4 amends the Original Schedule 13D, as specifically set forth herein.

All capitalized terms not otherwise defined herein shall have the meanings ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

Item 4. Purpose of Transaction.

Item 4 of the Original Schedule 13D is hereby amended and supplemented as follows:

On July 31, 2018, StoneMor GP Holdings LLC, a Delaware limited liability company (GP Holdings), and Robert B. Hellman, Jr., in his capacity as trustee under the Voting and Investment Trust Agreement for the benefit of American Cemeteries Infrastructure Investors, LLC (ACII), entered into a non-binding Memorandum of Understanding (the MOU) with Axar Capital Management, LP, a Delaware limited partnership (Axar), and pursuant to which each of Axar and ACII indicated on a non-binding basis, among other things, to support a corporate reorganization to transition the Issuer from a Delaware limited partnership into a newly formed Delaware corporation, to be named StoneMor Inc. whose common stock is expected to be listed for trading on the New York Stock Exchange. Pursuant to the MOU, Axar and ACII have indicated on a non-binding basis, provided that (i) the corporate reorganization is to be effected on the terms outlined in the MOU and is approved by the Conflicts Committee of the board of directors of the General Partner (the Conflicts Committee) and (ii) the terms of the settlement of the incentive distribution rights and the economic interest of the General Partner agreed to between the Conflicts Committee and each of ACII and GP Holdings are reasonably acceptable to Axar, to enter into voting agreements to vote their common units of the Issuer in favor of the corporate reorganization. In addition, the MOU contemplates certain post-conversion governance provisions relating to StoneMor Inc., including that the merger agreement for the corporate reorganization will provide for a nine member board of directors, with ACII having the right to designate two directors and Axar having the right to designate one director, so long as each holds specified amounts of common stock, as well as a standstill agreement to be entered into by each of Axar and ACII limiting their respective actions with respect to StoneMor Inc. so long as each has board representation. The MOU also contemplates that, if definitive agreements relating to the corporate reorganization are entered into, each of ACII and Axar will have the right to participate, pro rata, based on its respective ownership percentage of the outstanding equity, in future equity raises, if any, by the Issuer or StoneMor Inc.

The MOU may result in the Reporting Persons being deemed a group with Axar and certain of its affiliates (the Axar Reporting Persons) within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act). The Axar Reporting Persons separately report their beneficial ownership of the Common Stock on Schedule 13D filed with the SEC, including on August 1, 2018, and reference is hereby made to those filings for the beneficial ownership of each Axar Reporting Person and any changes thereto. Although the Reporting Persons and the Axar Reporting Persons may be deemed to be a group with each other within the meaning of Section 13(d) of the Exchange Act, the Reporting Persons and the Axar Reporting Persons do not believe that they are part of a group with the Axar Reporting Persons and expressly disclaim membership in any group with the Axar Reporting Persons.

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The MOU is non-binding, and, as such, ACII and Axar have not made any final or contingent agreements, written or otherwise, in furtherance of any plan or purpose related to or in connection with the Issuer or its securities.

The foregoing description is a summary of the MOU, does not purport to be complete and is qualified in its entirety by reference to the full text thereof. The MOU, which is referenced as Exhibit H to this Schedule 13D, is incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Original Schedule 13D is hereby amended and supplemented as follows:

The description of the MOU set forth in Item 4 is incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Original Schedule 13D is hereby amended and supplemented as follows:

Exhibit H: Non-Binding Memorandum of Understanding

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

August 1, 2018

AMERICAN CEMETERIES INFRASTRUCTURE INVESTORS, LLC

BY: AIM UNIVERSAL HOLDINGS, LLC
ITS: Manager

By: /s/ Robert B. Hellman, Jr.
Robert B. Hellman, Jr.
Managing Member

AIM UNIVERSAL HOLDINGS, LLC

By: /s/ Robert B. Hellman, Jr.
Robert B. Hellman, Jr.
Managing Member

STONEMOR GP HOLDINGS LLC