

LONG ERIC D
Form 4
November 15, 2018

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 *
LONG ERIC D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
See Remarks

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

AUSTIN, TX 78701

(City) (State) (Zip)

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Units	11/13/2018		P	V	20,000	A	\$ 13.9 (1)	414,926 (4)	D	
Common Units	11/13/2018		P		10,000	A	\$ 13.89 (2)	17,592 (4)	I	By Aladdin Partners, L.P.
Common Units	11/13/2018		P		10,000	A	\$ 13.86 (3)	32,624 (4)	I	By Adam Ericson Long Trust (5)

Common Units	22,624 ⁽⁴⁾	I	By Alex B. Long Trust ⁽⁵⁾
Common Units	2,174 ⁽⁴⁾	I	By Spouse <u>(6)</u>

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

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.

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(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 Benef Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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/ Eric D. Long 11/15/2018
 **Signature of Date
 Reporting Person

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).

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- (1) Represents the weighted average unit price of an aggregate total of 20,000 common units purchased in the price range of \$13.84 to \$13.91 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 \$13.83 to \$13.90 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 10,000 common units purchased in the price range of \$13.84 to \$13.89 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 Adam Ericson Long Trust and the Alex B. Long Trust, of which the Reporting Person is the trustee under agreements dated April 17, 2007.
- (6) The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

Remarks:

The Reporting Person is the President, Chief Executive Officer 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.

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.