

Cypress Energy Partners, L.P.  
 Form 4  
 March 14, 2016

**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 \*  
**ENGLISH JEFF**

2. Issuer Name and Ticker or Trading Symbol  
**Cypress Energy Partners, L.P.  
 [CELP]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O CYPRESS ENERGY  
 PARTNERS, L.P., 5727 S. LEWIS  
 AVENUE, SUITE 300**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**07/07/2015**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SEE REMARKS**

(Street)  
**TULSA, OK 74105**

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

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Units (Limited Partner Interests) | 07/07/2015                           |  | P                              | 33  | A \$ 16.953   | 1,241  | D                                 |
| Common Units (Limited Partner Interests) | 08/14/2015                           |  | P                              | 10  | A \$ 9.879  | 1,251  | D                                 |

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|  |            |   |    |   |              |       |   |
|--|------------|---|----|---|--------------|-------|---|
| Common<br>Units<br>(Limited<br>Partner<br>Interests) | 11/13/2015 | P | 9  | A | \$<br>10.773 | 1,260 | D |
| Common<br>Units<br>(Limited<br>Partner<br>Interests) | 02/12/2016 | L | 16 | A | \$ 6.54      | 1,276 | D |

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

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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<br>Derivative<br>Security<br>(Instr. 3)   | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pri<br>Deriv<br>Secur<br>(Instr.                  |  |
|---|--|---|---|--------------------------------------|---|--|---|--|--|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title  | Amount<br>or<br>Number<br>of<br>Shares |
| Phantom<br>Units<br>(Limited<br>Partner<br>Interests) | (1)  | 03/10/2016                              |   | A                                    | 9,688   | (2)  | (3)   | Common<br>Units<br>(Limited<br>Partner<br>Interests) | 9,688                                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| ENGLISH JEFF<br>C/O CYPRESS ENERGY PARTNERS, L.P.<br>5727 S. LEWIS AVENUE, SUITE 300<br>TULSA, OK 74105 |               |           | SEE<br>REMARKS |       |

## Signatures

/s/ Richard Carson, Attorney-in-Fact for Jeff  
English

03/14/2016

\_\_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) Each phantom unit is the economic equivalent of one common unit.
- (2) Vests in three substantially equal installments on March 10, 2019, 2020 and 2021.
- (3) The phantom units expire upon settlement. The phantom units are settled upon vesting in common units (on a one-for-one basis) or in cash, at the discretion of the Issuer.

### Remarks:

The Reporting Person is Vice President of Operations of Cypress Energy Partners GP, LLC, the general partner of the Issuer (

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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