USA Compression Partners, LP Form 4

February 15, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

USA Compression Partners, LP

3. Date of Earliest Transaction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Liuzzi Matthew C

(First)

(Middle)

C/O USA COMPRESSION PARTNERS, LP, 100 CONGRESS

**AVENUE, SUITE 450** 

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

Symbol

[USAC]

(Month/Day/Year)

02/13/2017

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below) See Remarks

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**AUSTIN, TX 78701** 

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Zip)

3. (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Form: Direct (Instr. 4)

6. Ownership 7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	<u>(1)</u>	02/13/2017		A	32,673	<u>(2)</u>	(3)	Common Units	32,673
Phantom Units	(1)	02/13/2017		A	8,168 (4)	02/15/2020(4)	(3)	Common Units	8,168 (4)

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Liuzzi Matthew C C/O USA COMPRESSION PARTNERS, LP 100 CONGRESS AVENUE, SUITE 450 AUSTIN, TX 78701

See Remarks

## **Signatures**

/s/ Matthew C. 02/15/2017 Liuzzi

\*\*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).
- (1) Each phantom unit is the economic equivalent of one common unit of the Issuer.
- (2) The phantom units shall vest in three equal annual installments, with the first installment vesting on 02/15/2018.
- (3) In the event of cessation of the Reporting Person's services for any reason, all phantom units that have not vested prior to or in connection with such cessation of service shall automatically be forfeited.

The number of phantom units that vest on February 15, 2020 will range between 0% and 200% of the reported number of phantom units generally depending on the Issuer's achievement of certain objective, performance-based criteria during the three years prior to the

vesting date. If none or only a portion of phantom units vest as a result of specified performance levels not being met, such number of phantom units that fail to vest will be forfeited. The phantom units shall also vest immediately prior to a change in control regarding the Issuer.

#### **Remarks:**

The Reporting Person is the Vice President, Chief Financial Officer and Treasurer of USA Compression GP, LLC, the general Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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