

MANIAS WILLIAM G

Form 4

April 17, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MANIAS WILLIAM G

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/13/2018

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

AUSTIN, TX 78701

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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 | 04/13/2018 | | M | | 28,492 | A (1) (2) | 158,118 (3) D |
| Common Units | 04/13/2018 | | M | | 10,373 | A (1) (2) | 168,491 (3) D |
| Common Units | 04/13/2018 | | M | | 10,970 | A (1) (2) | 179,461 (3) D |
| Common Units | 04/13/2018 | | D | | 14,246 | D \$ 16.93 | 165,215 (3) D |
| | 04/13/2018 | | D | | 5,187 | D | 160,028 (3) D |

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| | | | | | | | |
|-----------------|------------|---|-------|---|-------------|------------------------|---|
| Common Units | | | | | \$ 16.93 | | |
| Common Units | 04/13/2018 | D | 5,485 | D | \$ 16.93 | 154,543 ⁽³⁾ | D |

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. Pr Deri Secu (Instr |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Phantom Units | <u>(1)</u> <u>(2)</u> | 04/13/2018 | | M | 28,492 | <u>(4)</u> <u>(4)</u> | Common Units | 28,492 (1 |
| Phantom Units | <u>(1)</u> <u>(2)</u> | 04/13/2018 | | M | 10,373 | <u>(4)</u> <u>(4)</u> | Common Units | 10,373 (1 |
| Phantom Units | <u>(1)</u> <u>(2)</u> | 04/13/2018 | | M | 10,970 | <u>(4)</u> <u>(4)</u> | Common Units | 10,970 (1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |

MANIAS WILLIAM G
C/O USA COMPRESSION PARTNERS, LP
100 CONGRESS AVENUE, SUITE 450
AUSTIN, TX 78701

See Remarks

Signatures

/s/ William G.
Manias 04/17/2018

 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 of USA Compression Partners, LP.
- (2) The Reporting Person settled approximately 50% of his newly vested phantom units for cash and the rest for common units.
- (3) Includes common units acquired under the USA Compression Partners, LP Distribution Reinvestment Plan.

The phantom units were set to vest on the third anniversary of the date of grant, with the number of phantom units that vest on such third anniversary to 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. In accordance with the terms of the USA Compression Partners, LP 2013 Long-Term Incentive Plan, the vesting of the phantom units was accelerated in connection with the Issuer's change in control transaction and vested at 100% of the reported number of phantom units which settled on April 13, 2018.

Remarks:

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

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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