

STONEMOR PARTNERS LP
Form 4
February 16, 2017

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 *
HELLMAN ROBERT B JR

2. Issuer Name and Ticker or Trading Symbol
STONEMOR PARTNERS LP
[STON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
950 TOWER LANE, SUITE 800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2017

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

FOSTER CITY, CA 94404

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 representing limited partner interests	02/14/2017		A		78,342 (1)	A	\$ 9.5
Common units representing limited partner interests					2,364,162	I	
					24,518	D	

By American Cemeteries Infrastructure Investors, LLC (2) (3)

Common units representing limited partner interests

2,076,523
(4)

I

By StoneMor GP Holdings LLC (2) (3)

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

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELLMAN ROBERT B JR 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404		X		

Signatures

/s/ Robert B. Hellman Jr. 02/16/2017

**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).

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- (1) Represents common units representing limited partner interests ("common units") issued by StoneMor Partners L.P. (the "Company") to American Cemeteries Infrastructure Investors, LLC ("ACII") in lieu of cash distributions of \$0.33 per common unit on common units held by ACII. The number of common units issued in lieu of cash distributions was calculated based on the quotient of (A) the amount of the quarterly distribution paid on the outstanding common units by (B) the volume-weighted average price of the common units for the thirty (30) trading days immediately preceding January 27, 2017, the date on which the Company declared a quarterly distribution with respect to the common units, which was \$9.50.

- (2) StoneMor GP Holdings LLC ("GP Holdings") is majority owned by a trust for the pecuniary benefit of American Cemeteries Infrastructure Investors, LLC ("ACII"). ACII is managed by its manager, AIM Universal Holdings, LLC ("AUH"), and is owned by its members: American Infrastructure MLP Fund II, L.P. ("AIM II"), American Infrastructure MLP Founders Fund II, L.P. ("AIM FF II"), AIM II Delaware StoneMor, Inc. ("AIM II StoneMor") and AIM Cemetery Infrastructure, L.P. ("AIM Cemetery Infrastructure"). AIM II StoneMor is owned by American Infrastructure MLP Management II, L.L.C. ("AIM Management II") and AIM II Offshore, L.P. ("AIM II Offshore"). AIM Management II is the general partner of AIM II, AIM FFII and AIM II Offshore. AUH is the general partner of AIM Cemetery Infrastructure. The Reporting Person is a director of GP Holdings, a managing member of AIM Management II, the president of AIM II StoneMor and a member of AUH.

- (3) The Reporting Person shares the power to vote or dispose of the common units held directly by GP Holdings and ACII and, therefore, may be deemed to have voting and investment power with respect to such common units. The Reporting Person disclaims beneficial ownership of these common units except to the extent of his pecuniary interest therein.

- (4) Represents the proportionate interest of ACII in 2,332,878 common units of the Partnership issued and sold to GP Holdings by the Partnership, which purchase was funded by the purchase of common units of GP Holdings by a trust for the pecuniary benefit of ACII.

Remarks:

The filing of this statement shall not be construed as an admission (a) that the person filing this statement is, for the purposes of

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.