





Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On March 13, 2017, the Board of Directors (the “Board”) of Hi-Crush GP LLC, the general partner of Hi-Crush Partners LP (the “Partnership”), approved a form of the Hi-Crush Partners LP 2017 Unit Purchase Program Enrollment Agreement and Terms and Conditions (the “2017 UPP Agreement”), which allows employees and Board members to enroll in the Hi-Crush Partners LP 2017 Unit Purchase Program (the “2017 UPP”). The Partnership’s principal executive officer, principal financial officer, and other named executive officers are eligible to participate in the 2017 UPP.

The 2017 UPP is offered under the Partnership’s First Amended and Restated Long-Term Incentive Plan as a purchase right for units. The 2017 UPP generally provides participants with the opportunity to purchase common units representing limited partner interests of the Partnership (“Units”) at a discount. A 2017 UPP participant who is a Board member may contribute to the 2017 UPP by making cash contributions not to exceed \$150,000 in the aggregate, while a 2017 UPP participant who is an employee may contribute to the 2017 UPP through payroll deductions not to exceed 35% of such participant’s eligible compensation during the applicable offering period. If the closing market price of Units on May 23, 2018 (the “Purchase Date Price”) is greater than or equal to 85% of the closing market price of Units on a 2017 UPP participant’s applicable election date (the “Election Price”), then such participant will receive a number of Units equal to the amount of accumulated payroll deductions or contributions credited to his or her 2017 UPP account (the “Contribution”) divided the Election Price, capped at 20,000 Units. If the Purchase Date Price is less than the Election Price, then such participant’s Contribution will be returned to the participant.

The description of the form of 2017 UPP Agreement contained in this Item 5.02 does not purport to be complete and is qualified in its entirety by reference to the form of 2017 UPP Agreement filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Exhibit Description
10.1	Form of Hi-Crush Partners LP 2017 Unit Purchase Program Enrollment Agreement and Terms and Conditions

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Hi-Crush Partners LP

By: Hi-Crush GP LLC, its general partner

Date: March 15, 2017

By: /s/ Laura C. Fulton

Laura C. Fulton

Chief Financial Officer

INDEX TO EXHIBITS

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