Preston Scott J Form 4 May 16, 2018

# FORM 4

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Preston Scott J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Hi-Crush Partners LP [HCLP]

3. Date of Earliest Transaction

(Check all applicable)

(First)

(Street)

(Month/Day/Year)

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

1330 POST OAK BLVD, SUITE 600

05/14/2018

Chief Operating Officer

4. If Amendment, Date Original

(Instr. 8)

Applicable Line)

Filed(Month/Day/Year)

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

(Instr. 4)

6. Individual or Joint/Group Filing(Check

Person

HOUSTON, TX 77056

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

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

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported 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.

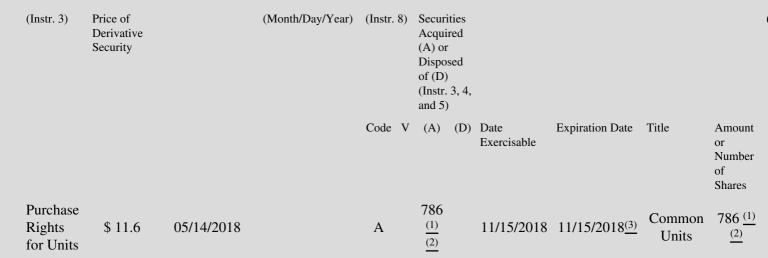
(Month/Day/Year)

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)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if Transactionof **Expiration Date Underlying Securities** Code Security or Exercise Derivative (Month/Day/Year) (Instr. 3 and 4) any

#### Edgar Filing: Preston Scott J - Form 4



### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Preston Scott J 1330 POST OAK BLVD SUITE 600 HOUSTON, TX 77056

**Chief Operating Officer** 

## **Signatures**

/s/ Scott J. Preston by Mark C. Skolos as Attorney-in-Fact

05/16/2018

\*\*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).

The reporting person is a participant in the Hi-Crush Partners LP First Amended and Restated Long-Term Incentive Plan (the "Plan") and has elected to participate in the Hi-Crush Partners LP Second 2017 Unit Purchase Program (the "Second 2017 UPP") adopted under the

(1) Plan. On May 14, 2018, the reporting person was granted the right to purchase, on November 15, 2018 at \$11.60 per common unit, up to the number of common units that are equal to (i) the reporting person's elected percentage of compensation multiplied by (ii) the reporting person's actual eligible compensation during the period of the Second 2017 UPP's applicability divided by (iii) \$11.60; provided that such number of common units shall be capped at 30,000 common units.

The number of derivative securities acquired and underlying common units reported on this Form 4 for the reporting person is based on the application of the foregoing formula using the reporting person's current elected percentage of compensation and current amount of

- (2) eligible compensation, but may increase due to increases in the reporting person's actual eligible compensation or be reduced based on reductions in the reporting person's elected percentage of compensation or amount of actual eligible compensation, or any withdrawals by the reporting person.
- (3) The purchase right is only exercisable on November 15, 2018 and does not continue thereafter.

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.

Reporting Owners 2