

Preston Scott J
Form 4
May 16, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

1330 POST OAK BLVD, SUITE
600

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Hi-Crush Partners LP [HCLP]

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

05/14/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Purchase Rights for Units	\$ 11.6	05/14/2018	A		786 <u>(1)</u> <u>(2)</u>		11/15/2018	11/15/2018 ⁽³⁾	Common Units	786 <u>(1)</u> <u>(2)</u>	

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).

(1) 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 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.

(2) 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 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.

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