

USA Compression Partners, LP
 Form 3
 January 09, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * Â Porter Christopher W (Last) (First) (Middle) C/O USA COMPRESSION PARTNERS, LP, Â 100 CONGRESS AVENUE, SUITE 450 (Street) AUSTIN, Â TX Â 78701 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2017 | 3. Issuer Name and Ticker or Trading Symbol USA Compression Partners, LP [USAC] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SEE REMARKS | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Units | 1,047 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

Edgar Filing: USA Compression Partners, LP - Form 3

| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Phantom Units | Â (1) | Â (2) | Common Units | 4,190 | \$ (3) | D | Â |
| Phantom Units | Â (4) | Â (2) | Common Units | 8,298 | \$ (3) | D | Â |
| Phantom Units | 02/15/2019(5) | Â (2) | Common Units | 2,075 (5) | \$ (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Porter Christopher W C/O USA COMPRESSION PARTNERS, LP 100 CONGRESS AVENUE, SUITE 450 AUSTIN, TX 78701 | Â | Â | Â SEE REMARKS | Â |

Signatures

/s/ Christopher W. Porter 01/09/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 phantom units will vest in two equal annual installments, with the first installment vesting on 11/15/2017.
- (2) In the event of cessation of the Reporting Person's services for any reason, all phantom units that have not vested prior to or in connection with such cessation of service shall automatically be forfeited.
- (3) Each phantom unit is the economic equivalent of one common unit of USA Compression Partners, LP.
- (4) The phantom units will vest in three equal annual installments, with the first installment vesting on 02/15/2017.
- (5) The number of phantom units that vest on February 15, 2019 will 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. If none or only a portion of phantom units vest as a result of specified performance levels not being met, such number of phantom units that fail to vest will be forfeited. The phantom units shall also vest immediately prior to a change in control regarding the Issuer.

Â

Remarks:

The Reporting Person is the Vice President, General Counsel and Secretary of USA Compression GP

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.