

Energy Transfer Partners GP, L.P.

Form 3

April 11, 2018

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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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 *

Energy Transfer Partners, L.P.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/02/2018

3. Issuer Name **and** Ticker or Trading Symbol

USA Compression Partners, LP [USAC]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person8111 WESTCHESTER DRIVE,
SUITE 600

(Street)

DALLAS, TX 75225

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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 (Limited Partner Interests)

19,191,351 ⁽¹⁾D ⁽²⁾ AReminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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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
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Class B Units (Limited Partner Interests)	04/02/2019	Â (3)	Common Units	6,397,965 (1) (3)	\$ (3)	D (2)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Energy Transfer Partners, L.P. 8111 WESTCHESTER DRIVE, SUITE 600 DALLAS, TX 75225	Â	Â X	Â	Â
Energy Transfer Partners GP, L.P. 8111 WESTCHESTER DRIVE, SUITE 600 DALLAS, TX 75225	Â	Â X	Â	Â

Signatures

Energy Transfer Partners, L.P. By: Energy Transfer Partners GP, L.P., its general partner By:
Energy Transfer Partners, L.L.C., its general partner By: William J. Healy, Associate General
Counsel & Secretary 04/11/2018

__Signature of Reporting Person

Date

Energy Transfer Partners GP, L.P. By: Energy Transfer Partners, L.L.C., its general partner.
By: William J. Healy, Associate General Counsel & Secretary 04/11/2018

__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) On April 2, 2018 (the "Closing Date"), pursuant to the Contribution Agreement, dated as of January 15, 2018, by and among Energy Transfer Partners, L.P. ("ETP"), Energy Transfer Partners GP, L.P. ("ETP GP"), ETC Compression, LLC, USA Compression Partners, LP ("USAC") and, solely for certain purposes therein, Energy Transfer Equity, L.P. ("ETE"), ETP contributed to USAC all of the outstanding membership interests in CDM Resources Management LLC and CDM Environmental & Technical Services LLC in exchange for (i) 19,191,351 common units representing limited partner interests in USAC (the "USAC Common Units"), (ii) 6,397,965 Class B Units (as defined in footnote 3) and (iii) an amount in cash equal to \$1.232 billion.

(2) The securities are held of record by ETP. ETP GP is the general partner of ETP, and Energy Transfer Partners, L.L.C. ("ETP LLC") is the general partner of ETP GP. ETP GP and ETP LLC are each wholly owned subsidiaries of ETE. Kelcy L. Warren ("Mr. Warren") is Chairman of the Board of LE GP, LLC, the general partner of ETE ("LE GP"), and Mr. Warren holds an 81.2% interest in LE GP. Each of ETP GP, ETP LLC, ETE, LE GP and Mr. Warren may be deemed to share beneficial ownership of the securities held of record by ETP. Each such entity or person disclaims any such beneficial ownership of such securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(3) The Class B units representing limited partner interests in USAC (the "Class B Units") are a new class of partnership interests of USAC with substantially all of the rights and obligations of a USAC Common Unit, except the Class B Units will not participate in distributions made prior to the one year anniversary of the Closing Date. The Class B Units will automatically convert into USAC Common Units on the first business day following the record date attributable to the quarter ending June 30, 2019.

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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