

Spencer Matthew
Form 3
January 10, 2018

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

OMB APPROVAL

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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)

| | | | | | |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Spencer Matthew</p> <p>(Last) (First) (Middle)</p> <p>C/O GLOBAL PARTNERS LP, 800 SOUTH STREET, SUITE 500</p> <p>(Street)</p> <p>WALTHAM, MA 02453</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/01/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GLOBAL PARTNERS LP [GLP]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Accounting Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

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 representing limited partner interests | 899 | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | 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 ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common units representing limited partner interests | 1,697 | \$ 0 ⁽³⁾ | D Â |
| Phantom Units ⁽¹⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common units representing limited partner interests | 5,253 | \$ 0 ⁽³⁾ | D Â |
| Phantom Units ⁽¹⁾ | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common units representing limited partner interests | 11,941 | \$ 0 ⁽³⁾ | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Spencer Matthew C/O GLOBAL PARTNERS LP 800 SOUTH STREET, SUITE 500 WALTHAM, MA 02453 | Â | Â | Â Chief Accounting Officer | Â |

Signatures

Edward J. Faneuil, Attorney-in-Fact for Matthew Spencer 01/10/2018

**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) Each phantom unit representing the right to receive one common unit upon vesting ("Phantom Unit") is the economic equivalent of one common unit representing a limited partner interest in the Issuer ("Common Unit") upon vesting.
Pursuant to a Grant Agreement dated September 23, 2013, the Reporting Person was granted 2,546 Phantom Units. Upon satisfying the
- (2) vesting conditions set forth in said Grant Agreement, the Phantom Units vest as follows: 33 1/3 each on July 1, 2017, July 1, 2018 and July 1, 2019.
- (3) Each Phantom Unit converts into a Common Unit on a one-for-one basis.

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- (4) Pursuant to a Grant Agreement dated August 11, 2014, the Reporting Person was granted 5,253 Phantom Units. Upon satisfying the vesting conditions set forth in said Grant Agreement, the Phantom Units vest as follows: 33 1/3 each on August 1, 2018, August 1, 2019 and August 1, 2020.

- (5) Pursuant to a Grant Agreement dated August 16, 2017, the Reporting Person was granted 11,941 Phantom Units. Upon satisfying the vesting conditions set forth in said Grant Agreement, the Phantom Units vest as follows: 25% on August 1, 2020, 35% on August 1, 2021 (such that a total of 60% of the Phantom Units will have vested as of such date) and 40% on August 1, 2022 (such that a total of 100% of the Phantom Units will have vested as of such date).

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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