



USA Compression Announces Pricing of Public Offering of Common Units

May 14, 2014

AUSTIN, Texas--(BUSINESS WIRE)--May 14, 2014-- USA Compression Partners, LP (NYSE: USAC) (the "Partnership"), announced today the pricing of an underwritten public offering of 6,600,000 common units representing limited partner interests in the Partnership, of which 5,600,000 common units were offered by the Partnership and 1,000,000 common units were offered by certain selling unitholders (the "Selling Unitholders"), at a public offering price of \$25.59 per common unit, less the underwriting discount. The underwriters have been granted a 30-day option to purchase up to an additional 990,000 common units from certain of the Selling Unitholders at the public offering price, less the underwriting discount, to cover over-allotments. The offering is scheduled to close on May 19, 2014, subject to customary closing conditions.

The Partnership intends to use the net proceeds of approximately \$137.9 million from the offering, after discounts, commissions and offering expenses, to reduce the indebtedness outstanding under its revolving credit facility and for general partnership purposes. The Partnership will not receive any proceeds from the common units sold by the Selling Unitholders.

Wells Fargo Securities, Barclays, Goldman, Sachs & Co., J.P. Morgan and UBS Investment Bank are acting as joint book-running managers for the offering. Raymond James, RBC Capital Markets, Regions Securities LLC and Scotia Capital (USA) Inc. are acting as co-managers.

The offering of these securities is being made only by means of the prospectus supplement and accompanying base prospectus as filed with the SEC. When available, copies of the prospectus supplement and accompanying base prospectus relating to the offering may be obtained free of charge on the SEC's website at www.sec.gov under the Partnership's name or from the underwriters of the offering as follows:

Wells Fargo Securities
Attn: Equity Syndicate Dept.
375 Park Avenue
New York, New York 10152
cmclientsupport@wellsfargo.com
(800) 326-5897

Barclays Capital Inc.
c/o Broadridge Financial Solutions
1155 Long Island Avenue
Edgewood, New York 11717
barclaysprospectus@broadridge.com
(888) 603-5847

Goldman, Sachs & Co.
Attn: Prospectus Department
200 West Street
New York, New York 10282
(866) 471-2526

J.P. Morgan
c/o Broadridge Financial Solutions
1155 Long Island Avenue
Edgewood, New York 11717
(866) 803-9204

UBS Securities LLC
Attn: Prospectus Department
299 Park Avenue
New York, NY 10171
(888) 827-7275

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities described above, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. The offer is being made only through the prospectus as supplemented, which is part of an effective registration statement on Form S-3 previously filed by the Partnership with the Securities and Exchange Commission.

ABOUT USA COMPRESSION PARTNERS, LP

USA Compression Partners, LP is a growth-oriented Delaware limited partnership that is one of the nation's largest independent providers of compression services in terms of total compression unit horsepower. The Partnership partners with a broad customer base composed of producers, processors, gatherers and transporters of natural gas and crude oil. The Partnership focuses on providing compression services to infrastructure applications primarily in high volume gathering systems, processing facilities and transportation applications.

FORWARD-LOOKING STATEMENTS

Statements in this press release may be forward-looking statements as defined under federal law. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of uncertainties and factors, many of which are outside the control of the Partnership, and a variety of risks that could cause results to differ materially from those expected by management of the Partnership. The Partnership undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time.

Source: USA Compression Partners, LP

USA Compression Partners, LP

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