SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| MANIAS WILLIAM G | USA Compression Partners, LP [ USAC ] | |

| (Last) | (First) | (Middle) |
|---|---|---|
| C/O USA COMPRESSION PARTNERS, LP | | |

111 CONGRESS AVENUE, SUITE 2400

(Street)

| AUSTIN | TX | 78701 |
|---|---|---|

(City)　(State)　(Zip)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2020

4. If Amendment, Date of 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) |

See Remarks

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 | (A) or (D) | Price | | | |
| Common Units | 03/09/2020 | | M | | 14,626 | A | (1)(2) | 217,357 | D | |
| Common Units | 03/09/2020 | | M | | 13,830 | A | (1)(2) | 231,187 | D | |
| Common Units | 03/09/2020 | | D | | 7,313 | D | $15.12 | 223,874 | D | |
| Common Units | 03/09/2020 | | D | | 6,915 | D | $15.12 | 216,959 | D | |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
**(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Phantom Units | (1)(2) | 03/09/2020 | 03/09/2020 | M | | | 14,626 | 03/09/2020 | 03/09/2020 | Common Units | 14,626 | (1)(2) | 0 | D | |
| Phantom Units | (1)(2) | 03/09/2020 | 03/09/2020 | M | | | 13,830 | 03/09/2020 | 03/09/2020 | Common Units | 13,830 | (1)(2) | 0 | D | |

**Explanation of Responses:**

1. Each phantom unit is the economic equivalent of one common unit of USA Compression Partners, LP.

2. The Reporting Person settled approximately 50% of his newly vested phantom units for cash and the rest for common units.

**Remarks:**

The Reporting Person is the Vice President and Chief Operating Officer of USA Compression GP, LLC, the general partner of the Issuer (the "General Partner"). The Issuer is managed by the directors and executive officers of the General Partner.

| /s/ William G. Manias | 03/09/2020 |
|---|---|
| ** Signature of Reporting Person | Date |