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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): **March 9, 2018**

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**USA Compression Partners, LP**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other  
Jurisdiction of  
Incorporation)

**1-35779**  
(Commission File  
Number)

**75-2771546**  
(I.R.S. Employer  
Identification No.)

**100 Congress Avenue**  
**Suite 450**  
**Austin, TX**  
(Address of Principal Executive Offices)

**78701**  
(Zip Code)

Registrant's telephone number, including area code: **(512) 473-2662**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company  x

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.  x

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**Item 8.01. Other Information.**

On March 9, 2018, USA Compression Partners, LP (the "Partnership") and its wholly-owned subsidiary, USA Compression Finance Corp. ("Finance Corp.") and together with the Partnership, the "Issuers") entered into a purchase agreement (the "Purchase Agreement"), by and among the Issuers, the subsidiary guarantors party thereto and J.P. Morgan Securities LLC and Barclays Capital Inc., as representatives of the initial purchasers listed in Schedule 1 thereto (collectively, the "Initial Purchasers"), pursuant to which the Issuers agreed to issue and sell to the Initial Purchasers \$725 million in aggregate principal amount of the Issuers' 6.875% senior notes due 2026 (the "Notes"). The Notes are guaranteed (the "Guarantees"), jointly and severally, on a senior

unsecured basis by the Partnership's existing subsidiaries (other than Finance Corp.) and each of its future restricted subsidiaries that either borrows under, or guarantees, the Partnership's senior secured asset-based revolving credit facility or guarantees certain of the Partnership's other indebtedness (collectively, the "Guarantors"). The Notes and the Guarantees will be sold to the Initial Purchasers at par, and the sale will result in net proceeds (after deducting the Initial Purchasers' discounts and commissions) to the Issuers of approximately \$710.5 million. The closing of the issuance and sale of the Notes and the Guarantees is expected to occur on or about March 23, 2018, subject to customary closing conditions.

The net proceeds from the issuance and sale of the Notes and the Guarantees, together with the net proceeds from a private placement of preferred units of the Partnership and borrowings under its asset-based revolving credit facility, will be used to fund the cash purchase price of the Partnership's previously announced acquisition of all of the issued and outstanding membership interests in CDM Resource Management LLC and CDM Environmental & Technical Services LLC from Energy Transfer Partners, L.P. (the "CDM Acquisition"). If the CDM Acquisition is not completed on or prior to April 30, 2018 or, if prior to such date, the contribution agreement providing for the CDM Acquisition is terminated, the Notes will be subject to special mandatory redemption at a redemption price payable in cash equal to 100.0% of the initial issue price of the Notes, plus accrued and unpaid interest to, but excluding, the date of redemption.

The Notes and the Guarantees will be issued and sold to the Initial Purchasers pursuant to an exemption from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), pursuant to Section 4(2) thereunder. The Initial Purchasers intend to resell the Notes and Guarantees (i) inside the United States to persons reasonably believed to be "qualified institutional buyers," as defined in Rule 144A ("Rule 144A"), under the Securities Act in private sales exempt from registration under the Securities Act in accordance with Rule 144A and (ii) to non-U.S. persons pursuant to offers and sales that occur outside the United States within the meaning of Regulation S under the Securities Act ("Regulation S") in accordance with Regulation S. The Notes and Guarantees will not initially be registered under the Securities Act or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

The Purchase Agreement contains customary representations, warranties and covenants and includes the terms and conditions for the sale of the Notes and the Guarantees, indemnification (including indemnification for liabilities under the Securities Act) and contribution obligations and other terms and conditions customary in agreements of this type. The Issuers and the Guarantors also agreed to enter into a registration rights agreement with the holders of the Notes.

Certain of the Initial Purchasers or their affiliates perform and have performed commercial and investment banking and advisory services for the Partnership from time to time for which they receive and have received customary fees and expenses. In particular, JPMorgan Chase Bank, N.A., an affiliate of J.P. Morgan Securities LLC, acts as administrative and collateral agent under our revolving credit facility and affiliates of certain of the Initial Purchasers are lenders, lead arrangers and bookrunners under our revolving credit facility. Affiliates of the Initial Purchasers have agreed to provide the Partnership with interim financing in an aggregate amount of \$725 million in the event that the issuance and sale of the Notes and Guarantees is not consummated. The Initial Purchasers may, from time to time, engage in transactions with and perform services for the Partnership in the ordinary course of their business, for which they will receive fees and reimbursement for expenses.

In addition, the Issuers and the Guarantors have agreed with the Initial Purchasers not to offer, sell, contract to sell, pledge or otherwise dispose of any debt securities (other than the Notes) issued by the Issuers or any of the

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Guarantors for a period of 90 days after the date of the Purchase Agreement without the prior consent of J.P. Morgan Securities LLC and Barclays Capital Inc.

On March 9, 2018, the Partnership issued a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference, announcing the pricing of the offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state.

#### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release dated March 9, 2018.</a>

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#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

#### USA COMPRESSION PARTNERS, LP

By: USA Compression GP, LLC,  
its general partner

Date: March 12, 2018

By: /s/ Christopher W. Porter

Name: Christopher W. Porter  
Title: Vice President, General Counsel and Secretary

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## **USA Compression Partners, LP Announces Pricing of \$725 Million Offering of Senior Notes**

AUSTIN, Texas, March 9, 2018—USA Compression Partners, LP (NYSE: USAC) (the “Partnership”) today announced the pricing of a private placement to eligible purchasers by the Partnership and its wholly-owned subsidiary, USA Compression Finance Corp., of \$725 million in aggregate principal amount of 6.875% senior unsecured notes due 2026 at par. The offering is expected to close on March 23, 2018, subject to customary closing conditions.

The Partnership estimates that it will receive net proceeds of approximately \$710.5 million, after deducting the initial purchasers’ discounts. The net proceeds from the offering, together with the net proceeds from a private placement of preferred units of the Partnership and borrowings under its asset-based revolving credit facility, will be used to fund the cash purchase price of the Partnership’s previously announced acquisition of all of the issued and outstanding membership interests in CDM Resource Management LLC and CDM Environmental & Technical Services LLC from Energy Transfer Partners, L.P. for aggregate consideration of approximately \$1.7 billion consisting of units representing limited partner interests in the Partnership and an amount in cash equal to \$1.225 billion, subject to certain adjustments (the “CDM Acquisition”).

The notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or under the securities laws of any other jurisdiction. Unless they are registered, the notes may be offered only in transactions that are exempt from registration under the Securities Act and applicable state securities laws. The notes are being offered only to qualified institutional buyers under Rule 144A under the Securities Act and to non-U.S. persons outside the United States under Regulation S of the Securities Act. The notes will not be listed on any securities exchange or automated quotation system.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering may be made only by means of an offering memorandum.

### **FORWARD-LOOKING STATEMENTS**

Statements in this press release may be forward-looking statements as defined under federal law, including those related to the Partnership’s securities offering and the CDM Acquisition. 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

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or changes to future operating results over time. You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date of this press release. Known material factors that could cause the Partnership’s actual results to differ materially from the results contemplated by such forward-looking statements are described in the Partnership’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which was filed with the Securities and Exchange Commission on February 13, 2018. You should also understand that it is not possible to predict or identify all such factors and you should not consider these factors to be a complete statement of all potential risks and uncertainties.

Source: USA Compression Partners, LP

**USA Compression Partners, LP**  
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