

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Holloway J Gregory</u> (Last) (First) (Middle) <u>C/O USA COMPRESSION PARTNERS, LP</u> <u>100 CONGRESS AVENUE, SUITE 450</u> (Street) <u>AUSTIN TX 78701</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>USA Compression Partners, LP [USAC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/25/2016</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	03/25/2016		M		5,952	A	(1)(2)	24,132 ⁽³⁾	D	
Common Units	03/25/2016		M		6,315	A	(1)(4)	30,447 ⁽³⁾	D	
Common Units	03/25/2016		M		8,392	A	(1)(5)	38,839 ⁽³⁾	D	
Common Units	03/25/2016		D		2,976	D	\$10.26	35,863 ⁽³⁾	D	
Common Units	03/25/2016		D		758	D	\$7.25	35,105 ⁽³⁾	D	
Common Units	03/25/2016		D		1,091	D	\$7.25	34,014 ⁽³⁾	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
Phantom Units	(1)(2)	03/25/2016		M		5,952		03/25/2016	03/25/2016	Common Units	5,952	(1)(2)	0	D	
Phantom Units	(1)(4)	03/25/2016		M		6,315		03/25/2016	03/25/2016	Common Units	6,315	(1)(4)	0	D	
Phantom Units	(1)(5)	03/25/2016		M		8,392		03/25/2016	03/25/2016	Common Units	8,392	(1)(5)	0	D	

Explanation of Responses:

- Each phantom unit was the economic equivalent of one common unit of USA Compression Partners, LP.
- The Reporting Person settled approximately 50% of his newly vested phantom units for cash and the rest for common units.
- Includes common units acquired under the USA Compression Partners, LP Distribution Reinvestment Plan.
- The Reporting Person settled approximately 12% of his newly vested phantom units for cash and the rest for common units.
- The Reporting Person settled approximately 13% of his newly vested phantom units for cash and the rest for common units.

Remarks:

The Reporting Person is the Vice President, General Counsel and Secretary 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/ J. Gregory Holloway 03/29/2016

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.