

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>USA Compression Holdings, LLC</u> (Last) (First) (Middle) <u>712 FIFTH AVENUE, 36TH FLOOR</u> (Street) <u>NEW YORK NY 10019</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 Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Former 10% Owner</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	06/15/2018		S		5,000,000	D	\$16	7,625,284	D ⁽¹⁾⁽²⁾	

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)		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	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
USA Compression Holdings, LLC
 (Last) (First) (Middle)
712 FIFTH AVENUE, 36TH FLOOR
 (Street)
NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
R/C IV USACP Holdings, L.P.
 (Last) (First) (Middle)
712 FIFTH AVENUE, 36TH FLOOR
 (Street)
NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Riverstone/Carlyle Energy Partners IV, L.P.
 (Last) (First) (Middle)
712 FIFTH AVENUE, 36TH FLOOR
 (Street)
NEW YORK NY 10019
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
R/C Energy GP IV, LLC		
(Last)	(First)	(Middle)
712 FIFTH AVENUE, 36TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)

Explanation of Responses:

1. This Form 4 is filed jointly by USA Compression Holdings, LLC ("USAC Holdings"), R/C IV USACP Holdings, L.P. ("R/C IV"), Riverstone/Carlyle Energy Partners IV, L.P., the general partner of R/C IV ("R/C EP IV"), and R/C Energy GP IV, LLC, the general partner of R/C EP IV.
2. R/C IV owns 97.6% of the limited liability company interests of USAC Holdings and is entitled to elect a majority of the members of the board of managers of USAC Holdings. Accordingly, R/C IV may be deemed to indirectly beneficially own the common units owned by USAC Holdings, but disclaims beneficial ownership except to the extent of its pecuniary interest therein.

[/s/ Peter Haskopoulos, Chief
Financial Officer and
Treasurer, USA Compression
Holdings, LLC](#) 06/18/2018

[/s/ Peter Haskopoulos, R/C
Energy GP IV, LLC, in its
individual capacity and its
capacity as general partner of
Riverstone/Carlyle Energy
Partners IV, L.P., in its
individual capacity and its
capacity as general partner of
R/C IV USACP Holdings, L.P.](#) 06/18/2018

** 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.