

CEDAR FAIR L P
Form 5
February 14, 2017

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0362
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response... 1.0

1. Name and Address of Reporting Person *
KLEIN THOMAS

(Last) (First) (Middle)

ONE CEDAR POINT DRIVE

(Street)

SANDUSKY, OH 44870

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CEDAR FAIR L P [FUN]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
02/14/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Units of Limited Partner Interest	Â	Â	Â	Â Â Â Â	17,960 ⁽¹⁾	D	Â
Units of Limited Partner Interest	Â	Â	Â	Â Â Â Â	3,000	I	By self as custodian for children

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

**Persons who respond to the collection of information
contained in this form are not required to respond unless**

SEC 2270
(9-02)

the form displays a currently valid OMB control number.

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)		
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	Â	Â	Â	Â	Â Â	Â (3)	Â (3)	Units of Limited Partner Interest	4,550 (4)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN THOMAS ONE CEDAR POINT DRIVE SANDUSKY, OH 44870	Â X	Â	Â	Â

Signatures

Tom Klein 02/14/2017

__Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

- (1) During the fiscal year under the Cedar Fair, L.P. Distribution Reinvestment and Employee Unit Purchase Plan, 887 units were acquired at prices ranging from \$56.92 to \$63.40. These transactions are exempt under rule 16a-11.
- (2) Represents phantom units acquired by the reporting person (in an exempt transaction) as deferred compensation pursuant to the Partnership's omnibus plan. Each phantom unit is the economic equivalent of one limited partner unit in Cedar Fair, L.P.
- (3) These phantom units are earned ratably over a one-year period and will be payable in units or a combination of cash and units when the individual's service to the Partnership ends.
- (4) During the fiscal year, 143 units were accrued on these phantom units as a result of distribution reinvestment.

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

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