

Wade Randall S.
Form 4
May 11, 2016

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
EIG BBTS Holdings, LLC

2. Issuer Name and Ticker or Trading Symbol
Southcross Energy Partners, L.P.
[SXE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1700 PENNSYLVANIA AVE. NW,
SUITE 800

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2016

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)
WASHINGTON, DC 20006

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Convertible Units	(1)	05/09/2016	J(1)		563,494(2)		(1)	(1)	Common Units (Limited Partnership Interests)	(1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EIG BBTS Holdings, LLC 1700 PENNSYLVANIA AVE. NW, SUITE 800 WASHINGTON, DC 20006		X		
EIG Manany Company, LLC 1700 PENNSYLVANIA AVE. NW, SUITE 800 WASHINGTON, DC 20006		X		
EIG Asset Management, LLC 1700 PENNSYLVANIA AVE. NW, SUITE 800 WASHINGTON, DC 20006		X		
EIG Global Energy Partners, LLC 1700 PENNSYLVANIA AVE. NW, SUITE 800 WASHINGTON, DC 20006		X		
R. Blair Thomas 2010 Irrevocable Trust 1700 PENNSYLVANIA AVE. NW, SUITE 800 WASHINGTON, DC 20006		X		
Thomas R. Blair 1700 PENNSYLVANIA AVE. NW, SUITE 800 WASHINGTON, DC 20006		X		
Randall Wade 2010 Irrevocable Trust 1700 PENNSYLVANIA AVE. NW, STE. 800 WASHINGTON, DC 20006		X		
Kristina Wade 2010 Irrevocable Trust 1700 PENNSYLVANIA AVE. NW, STE. 800 WASHINGTON, DC 20006		X		
Wade Randall S. 1700 PENNSYLVANIA AVE. NW, SUITE 800		X		

WASHINGTON, DC 20006

Signatures

EIG BBTS HOLDINGS, LLC By: EIG Management Company, LLC, its Manager By: /s/ R. Blair Thomas, Chief Executive Officer By: /s/ Robert L. Vitale, General Counsel	05/11/2016
__Signature of Reporting Person	Date
EIG MANAGEMENT COMPANY, LLC By: /s/ R. Blair Thomas, Chief Executive Officer By: /s/ Robert L. Vitale, General Counsel	05/11/2016
__Signature of Reporting Person	Date
EIG ASSET MANAGEMENT, LLC By: /s/ R. Blair Thomas, Chief Executive Officer By: /s/ Robert L. Vitale, General Counsel	05/11/2016
__Signature of Reporting Person	Date
EIG GLOBAL ENERGY PARTNERS, LLC By: /s/ R. Blair Thomas, Chief Executive Officer By: /s/ Robert L. Vitale, General Counsel	05/11/2016
__Signature of Reporting Person	Date
THE R. BLAIR THOMAS 2010 IRREVOCABLE TRUST By: /s/ R. Blair Thomas, Trustee	05/11/2016
__Signature of Reporting Person	Date
R. BLAIR THOMAS By: /s/ R. Blair Thomas	05/11/2016
__Signature of Reporting Person	Date
THE RANDALL WADE 2010 IRREVOCABLE TRUST By: /s/ Randall S. Wade, Trustee	05/11/2016
__Signature of Reporting Person	Date
THE KRISTINA WADE 2010 IRREVOCABLE TRUST By: /s/ Randall S. Wade, Trustee	05/11/2016
__Signature of Reporting Person	Date
RANDALL S. WADE By: /s/ Randall S. Wade	05/11/2016
__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) The Class B Convertible Units were acquired by Southcross Holdings Borrower LP ("Borrower") as a payment-in-kind distribution on outstanding Class B Convertible Units pursuant to the Issuer's Third Amended and Restated Agreement of Limited Partnership dated August 4, 2014 (the "Partnership Agreement"). The Class B Convertible Units convert into Common Units at the Class B Conversion Rate (as defined in the Partnership Agreement) on the Class B Conversion Date (as defined in the Partnership Agreement).

(2) On May 9, 2016, the Issuer issued to Borrower a total of 563,494 Class B Convertible Units consisting of the 279,303 Class B Convertible Units that were to have been issued on February 14, 2016 (and which supersede the previously reported Unpaid Class B PIK Rights) and an additional 284,191 Class B Convertible Units as a payment-in-kind distribution on outstanding Class B Convertible Units (including the Unpaid Class B PIK Rights) pursuant to the Partnership Agreement.

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

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