

Tailwater Holdings, LP
 Form 4
 August 12, 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 *
 TW Southcross Aggregator LP

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)
 300 CRESCENT COURT, SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/10/2016

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

DALLAS, TX 75201

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	<u>(1)</u>	08/10/2016	<u>J</u>		289,165		<u>(1)</u>	<u>(1)</u>	Common Units (Limited Partnership Interests)	<u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TW Southcross Aggregator LP 300 CRESCENT COURT SUITE 200 DALLAS, TX 75201				
TW/LM GP Sub, LLC 300 CRESCENT COURT SUITE 200 DALLAS, TX 75201				
TAILWATER ENERGY FUND I, LP 300 CRESCENT COURT SUITE 200 DALLAS, TX 75201				
TW GP EF-1, LP 300 CRESCENT COURT SUITE 200 DALLAS, TX 75201				
TW GP EF-1 GP, LLC 300 CRESCENT COURT SUITE 200 DALLAS, TX 75201				
TW GP Holdings, LLC 300 CRESCENT COURT SUITE 200 DALLAS, TX 75201				
Tailwater Capital LLC 300 CRESCENT COURT SUITE 200				

DALLAS, TX 75201
Herring Edward
300 CRESCENT COURT
SUITE 1600
DALLAS, TX 75201

Downie Jason H
300 CRESCENT COURT
SUITE 200
DALLAS, TX 75201

Tailwater Holdings, LP
300 CRESCENT COURT
SUITE 200
DALLAS, TX 75201

Signatures

TW Southcross Aggregator LP, a Delaware limited partnership By: TW/LM GP Sub, LLC, its General Partner By: /s/ Brian Blakeman, Vice President Tax & Finance	08/12/2016
__Signature of Reporting Person	Date
TW/LM GP Sub, LLC, a Texas limited liability company By: /s/ Brian Blakeman, Vice President Tax & Finance	08/12/2016
__Signature of Reporting Person	Date
Tailwater Energy Fund I LP, a Delaware limited partnership By: TW GP EF-I, LP, its General Partner By: TW GP EF-I GP, LLC, its General Partner By: /s/ Brian Blakeman, Vice President Tax & Finance	08/12/2016
__Signature of Reporting Person	Date
TW GP EF-I, LP, a Delaware limited partnership By: TW GP EF-I GP, LLC, its General Partner By: /s/ Brian Blakeman, Vice President Tax & Finance	08/12/2016
__Signature of Reporting Person	Date
TW GP EF-I GP, LLC, a Texas limited liability company By: /s/ Brian Blakeman, Vice President Tax & Finance	08/12/2016
__Signature of Reporting Person	Date
TAILWATER HOLDINGS, LP, a Delaware limited partnership By: TW GP Holdings, LLC, its General Partner By: /s/ Brian Blakeman, Vice President	08/12/2016
__Signature of Reporting Person	Date
TW GP HOLDINGS, LLC, a Texas limited liability company By: /s/ Brian Blakeman, Vice President	08/12/2016
__Signature of Reporting Person	Date
TAILWATER LLC, a Texas limited liability company By: /s/ Brian Blakeman, Vice President Tax & Finance	08/12/2016
__Signature of Reporting Person	Date
/s/ Jason H. Downie	08/12/2016
__Signature of Reporting Person	Date

/s/ Edward Herring

08/12/2016

__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).

Remarks:

See Exhibit 99.1

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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