

Southcross Energy Partners, L.P.
Form 4
August 20, 2015

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 *
Southcross Holdings 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)

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2014

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

C/O SOUTHCROSS ENERGY PARTNERS, L.P., 1717 MAIN STREET, SUITE 5200

(Street)

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

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

DALLAS, TX 75201

(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 Following 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)	Price		
				Code	V	Amount	

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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Convertible Units	(1)	11/05/2014		J(1)	256,078	(1) (1)	(1) (1)	Common Units (Limited Partnership Interests)	(1)
Class B Convertible Units	(1)	02/09/2015		J(1)	260,558	(1) (1)	(1) (1)	Common Units (Limited Partnership Interests)	(1)
Class B Convertible Units	(1)	05/08/2015		J(1)	265,118	(1) (1)	(1) (1)	Common Units (Limited Partnership Interests)	(1)
Class B Convertible Units	(1)	08/10/2015		J(1)	269,758	(1) (1)	(1) (1)	Common Units (Limited Partnership Interests)	(1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Southcross Holdings LP C/O SOUTHCROSS ENERGY PARTNERS, L.P. 1717 MAIN STREET, SUITE 5200 DALLAS, TX 75201	X	X		See Remarks
Southcross Holdings GP, LLC C/O SOUTHCROSS ENERGY PARTNERS, L.P. 1717 MAIN STREET, SUITE 5200 DALLAS, TX 75201	X	X		See Remarks
Southcross Holdings Guarantor LP C/O SOUTHCROSS ENERGY PARTNERS, L.P.			X	See Remarks

1717 MAIN STREET, SUITE 5200
DALLAS, TX 75201

Southcross Holdings Guarantor GP LLC C/O SOUTHCROSS ENERGY PARTNERS, L.P. 1717 MAIN STREET, SUITE 5200 DALLAS, TX 75201	X	See Remarks
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Southcross Holdings Borrower LP C/O SOUTHCROSS ENERGY PARTNERS, L.P. 1717 MAIN STREET, SUITE 5200 DALLAS, TX 75201	X	See Remarks
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Southcross Holdings Borrower GP LLC C/O SOUTHCROSS ENERGY PARTNERS, L.P. 1717 MAIN STREET, SUITE 5200 DALLAS, TX 75201	X	See Remarks
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Signatures

/s/ John E. Bonn, Chief Executive Officer of the General Partner of Southcross Holdings LP	08/20/2015
**Signature of Reporting Person	Date
/s/ John E. Bonn, Chief Executive Officer of Southcross Holdings GP LLC	08/20/2015
**Signature of Reporting Person	Date
/s/ John E. Bonn, Chief Executive Officer of the General Partner of Southcross Holdings Guarantor LP	08/20/2015
**Signature of Reporting Person	Date
/s/ John E. Bonn, Chief Executive Officer of Southcross Holdings Guarantor GP LLC	08/20/2015
**Signature of Reporting Person	Date
/s/ John E. Bonn, Chief Executive Officer of the General Partner of Southcross Holdings Borrower LP	08/20/2015
**Signature of Reporting Person	Date
/s/ John E. Bonn, Chief Executive Officer of Southcross Holdings Borrower GP LLC	08/20/2015
**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 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) The Class B Convertible Units are owned directly by Southcross Holdings Borrower LP, which is owned 100% by Southcross Holdings Guarantor LP ("Guarantor"), and its non-economic general partner interest is held by Southcross Holdings Borrower GP LLC ("Borrower GP"), which is owned 100% by Guarantor. Guarantor is owned 100% by Southcross Holdings LP ("Holdings"), and its non-economic general partner interest is held by Southcross Holdings Guarantor GP LLC ("Guarantor GP"), which is owned 100% by Holdings. The non-economic general partner interest of Holdings is held by Southcross Holdings GP LLC ("Holdings GP"). Borrower GP, Guarantor, Guarantor GP, Holdings, and Holdings GP are indirect beneficial owners of the reported securities.

Remarks:

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This Form 4 is filed jointly by Southcross Holdings LP, Southcross Holdings GP LLC, Southcross Holdings Guarantor LP, So

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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