

Southcross Energy Partners, L.P.
 Form 5
 February 12, 2016

FORM 5

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

OMB APPROVAL

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 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

1. Name and Address of Reporting Person *
WILLIAMSON BRUCE A

(Last) (First) (Middle)

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

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

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)
 See Remarks

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 Ownership (Instr. 4)
				(A) or (D) Price			

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

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SEC 2270 (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)	8. De Se (In	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	Â	01/22/2015	Â	A	1,803	Â	Â (1)	Â (1)	Common Units	1,803	\$
Phantom Units	Â	02/13/2015	Â	A	533	Â	Â (1)	Â (1)	Common Units	533	\$
Phantom Units	Â	04/01/2015	Â	A	5,365	Â	Â (1)	Â (1)	Common Units	5,365	\$
Phantom Units	Â	04/24/2015	Â	A	1,226	Â	Â (1)	Â (1)	Common Units	1,226	\$
Phantom Units	Â	05/14/2015	Â	A	663	Â	Â (1)	Â (1)	Common Units	663	\$
Phantom Units	Â	08/14/2015	Â	A	1,363	Â	Â (1)	Â (1)	Common Units	1,363	\$
Phantom Units	Â	10/28/2015	Â	A	3,534	Â	Â (1)	Â (1)	Common Units	3,534	\$
Phantom Units	Â	11/13/2015	Â	A	2,452	Â	Â (1)	Â (1)	Common Units	2,452	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMSON BRUCE A C/O SOUTHCROSS ENERGY PARTNERS, L.P. 1717 MAIN STREET, SUITE 5200 DALLAS, TX 75201	Â X	Â	Â	See Remarks

Signatures

/s/ Bruce A. Williamson 02/12/2016

**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 phantom units were issued to the Reporting Person pursuant to the Issuer's Non-Employee Director Compensation Arrangement and Non-Employee Director Deferred Compensation Plan. Under such arrangement, the Reporting Person was eligible to receive cash compensation, equity compensation, and distribution equivalent rights that the Reporting Person deferred. Each phantom unit is the economic equivalent of one common unit. For phantom units credited to the Reporting Person for cash compensation and distribution equivalent rights, the phantom units become payable in cash equal to the fair market value of the phantom units on the Reporting Person's date of termination of service. For phantom units credited to the Reporting Person for equity compensation, the phantom units become payable in common units equal to the number of phantom units. The cash and common units shall be paid to the Reporting Person within 30 days following his termination of service.

(2) The number of phantom units credited to the Reporting Person for cash compensation equals the amount of cash compensation deferred divided by the fair market value of a common unit on the date immediately prior to payment of the cash compensation. The reported phantom units are reported to the nearest whole number for fractional units distributed.

(3) The number of phantom units credited to the Reporting Person for distribution equivalent rights equals the number of whole and fractional common units that could have been purchased with such award at fair market value on the date of distribution. The reported phantom units are reported to the nearest whole number for fractional units distributed.

(4) The total number of phantom units includes the 15,057 phantom units as reported on a Form 5 filed by the Reporting Person on March 6, 2015.

(5) The number of phantom units credited to the Reporting Person for equity compensation equals \$75,000 divided by the average of the closing daily sales price of the Issuer's common units for the ten trading days immediately prior to the grant. The reported phantom units are reported to the nearest whole number for fractional units distributed.

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Remarks:

The Reporting Person is a director of Southcross Energy Partners GP, LLC, the general partner of

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.