

Southcross Energy Partners, L.P.  
 Form 4  
 February 16, 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 \*  
 Southcross Energy 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)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/14/2016

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)	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)**

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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	<u>(1)</u>	02/14/2016		<u>J</u>		279,303	<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
Southcross Energy LLC C/O SOUTHCROSS ENERGY PARTNERS, L.P. 1717 MAIN STREET, SUITE 5200 DALLAS, TX 75201	X	X		See Remarks
Southcross Energy Partners GP, LLC C/O SOUTHCROSS ENERGY PARTNERS, L.P. 1717 MAIN STREET, SUITE 5200 DALLAS, TX 75201	X			
CHARLESBANK CAPITAL PARTNERS LLC 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	X	X		See Remarks
Charlesbank Equity Fund VI GP, Limited Partnership 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
CHARLESBANK COINVESTMENT PARTNERS LIMITED PARTNERSHIP 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
Charlesbank Equity Fund VI, Limited Partnership 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
CB Offshore Equity Fund VI LP 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		

Charlesbank Equity Coinvestment Fund VI Limited Partnership  
 200 CLARENDON STREET, 54TH FLOOR X  
 BOSTON, MA 02116

CB-Southcross Holdings, Inc.  
 200 CLARENDON STREET, 54TH FLOOR X  
 BOSTON, MA 02116

## Signatures

/s/ David W. Biegler, Chief Executive Officer, Southcross Energy LLC	02/16/2016
__Signature of Reporting Person	Date
/s/ John E. Bonn, Chief Executive Officer, Southcross Energy Partners GP, LLC	02/16/2016
__Signature of Reporting Person	Date
/s/ Tami E. Nason, Authorized Signatory, Charlesbank Capital Partners, LLC	02/16/2016
__Signature of Reporting Person	Date
/s/ Tami E. Nason, Authorized Signatory, Charlesbank Equity Fund VI GP, Limited Partnership	02/16/2016
__Signature of Reporting Person	Date
/s/ Tami E. Nason, Authorized Signatory, Charlesbank Coinvestment Partners, Limited Partnership	02/16/2016
__Signature of Reporting Person	Date
/s/ Tami E. Nason, Authorized Signatory, Charlesbank Equity Fund VI, Limited Partnership	02/16/2016
__Signature of Reporting Person	Date
/s/ Tami E. Nason, Authorized Signatory, CB Offshore Equity Fund VI, L.P.	02/16/2016
__Signature of Reporting Person	Date
/s/ Tami E. Nason, Authorized Signatory, Charlesbank Equity Coinvestment Fund VI, Limited Partnership	02/16/2016
__Signature of Reporting Person	Date
/s/ Tami E. Nason, Authorized Signatory, CB-Southcross Holdings, Inc.	02/16/2016
__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) Southcross Holdings Borrower LP ("Borrower") was entitled to receive 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") no later than February 14, 2016 (the "PIK Distribution"), but the Issuer did not timely make such Class B Convertible Unit distribution on the date due. Nevertheless, the Partnership Agreement provides that the Class B Convertible Unitholders are entitled to have the same rights as if the PIK Distribution had been made. 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 Reporting Persons may be deemed to indirectly beneficially own the Class B Convertible Units owned by Borrower, but each Reporting Person disclaims beneficial ownership except to the extent of its pecuniary interest therein.
  - (3) Borrower is owned 100% by Southcross Holdings Guarantor LP ("Guarantor"), and its non-economic general partner interest is held by Southcross Holdings Borrower GP LLC, 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, which is owned

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100% by Holdings. Southcross Energy LLC ("SELLC") owns 29.2% of Holdings and 29.6% of Southcross Holdings GP LLC, the non-economic general partner of Holdings. Further, Charlesbank Capital Partners, LLC is the investment adviser to and the general partner of the general partner of Charlesbank Equity Fund VI, Limited Partnership and its affiliated investment funds, which hold an approximate 85.2% membership interest in SELLC.

### **Remarks:**

This Form 4 is filed jointly by Southcross Energy LLC ("SELLC"), Southcross Energy Partners GP, LLC (the "General Partner")

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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