

Southcross Energy Partners, L.P.  
 Form 4  
 July 06, 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 \*  
 Allan Bret Montgomery

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)  
 07/01/2016

\_\_\_\_ 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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
|  |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Units (Limited Partnership Interests) | 07/01/2016                           |  | M                              | 12,000 (1)  | A   | \$ 12,000  | D  |
| Common Units (Limited Partnership Interests) | 07/01/2016                           |  | F                              | 3,282   | D   | \$ 2.07  | 8,718 D                                    |

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

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(9-02)

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

| 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. Pr Deri Secu (Inst |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                 | Amount or Number of Shares |
| Phantom Units                              | (1)  | 07/01/2016                           |  | M                              | 12,000  | (2)  | (3)   | Common Units          | 12,000                     |

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| Allan Bret Montgomery<br>C/O SOUTHCROSS ENERGY PARTNERS, L.P.<br>1717 MAIN STREET, SUITE 5200<br>DALLAS, TX 75201 |               |           | See<br>Remarks |       |

**Signatures**

/s/ Bret M. Allan                      07/06/2016

\*\*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) On July 1, 2016, one-third of the 36,000 phantom units awarded to the Reporting Person on July 1, 2015 vested. All of such vested phantom units were settled in common units (on a one-for-one basis) that were issued to the Reporting Person on such date.
- (2) One-third of the 36,000 phantom units vest on each of the first, second, and third anniversaries of the grant date (July 1, 2015), subject to continued employment and accelerated vesting as provided in the underlying award agreement. The Reporting Person received, and will receive, distribution equivalent rights for each phantom unit, providing for payment on each vesting date of a lump sum of cash equal to the accrued distributions from and after the grant date of the reported phantom units.
- (3) The phantom units do not expire. Upon vesting, the phantom units are settled in common units (on a one-for-one basis).

**Remarks:**

The Reporting Person is the Senior Vice President and Chief Financial Officer of Southcross Energy Partners GP, LLC, the ge

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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