

Southcross Energy Partners, L.P.  
 Form 4  
 February 15, 2017

**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)  
 02/14/2017

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	(1)	02/14/2017		J(1)	299,375	(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 Intermediary LLC C/O SOUTHCROSS ENERGY PARTNERS, L.P. 1717 MAIN STREET, SUITE 5200 DALLAS, TX 75201		X		See Remarks
Southcross Holdings Guarantor LP C/O SOUTHCROSS ENERGY PARTNERS, L.P. 1717 MAIN STREET, SUITE 5200 DALLAS, TX 75201		X		See Remarks
Southcross Holdings Guarantor GP LLC C/O SOUTHCROSS ENERGY PARTNERS, L.P. 1717 MAIN STREET, SUITE 5200 DALLAS, TX 75201		X		See Remarks
Southcross Holdings Borrower LP C/O SOUTHCROSS ENERGY PARTNERS, L.P. 1717 MAIN STREET, SUITE 5200 DALLAS, TX 75201		X		See Remarks
		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

## Signatures

/s/ Bruce Williamson, Chief Executive Officer of the General Partner of Southcross Holdings LP	02/14/2017
__Signature of Reporting Person	Date
/s/ Bruce Williamson, Chief Executive Officer of Southcross Holdings GP LLC	02/14/2017
__Signature of Reporting Person	Date
/s/ Bruce Williamson, Chief Executive Officer of Southcross Holdings Intermediary LLC	02/14/2017
__Signature of Reporting Person	Date
/s/ Bruce Williamson, Chief Executive Officer of the General Partner of Southcross Holdings Guarantor LP	02/14/2017
__Signature of Reporting Person	Date
/s/ Bruce Williamson, Chief Executive Officer of Southcross Holdings Guarantor GP LLC	02/14/2017
__Signature of Reporting Person	Date
/s/ Bruce Williamson, Chief Executive Officer of the General Partner of Southcross Holdings Borrower LP	02/14/2017
__Signature of Reporting Person	Date
/s/ Bruce Williamson, Chief Executive Officer of Southcross Holdings Borrower GP LLC	02/14/2017
__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 99.98% by Southcross Holdings LP ("Holdings"), and its 0.02% general partner interest is held by Southcross Holdings Guarantor GP LLC ("Guarantor GP"), which is owned 99% by Holdings and 1% by Southcross Holdings Intermediary LLC ("Intermediary"), 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, Intermediary, Holdings, and Holdings GP are indirect beneficial owners of the reported securities.

### Remarks:

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

Note: File three copies of this Form, one of which must be manually signed. If space 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.