#### CRAFT JOSEPH W III

Form 4 June 04, 2018

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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January 31, 2005

0.5

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response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CRAFT JOSEPH W III			2. Issuer Name and Ticker or Trading Symbol ALLIANCE RESOURCE PARTNERS LP [ARLP]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) 1717 S. BOU AVENUE, S		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2018	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below)  President and Chief Executive		
(Street) TULSA, OK 74119			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(Stata)	(Zin)				

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Secu	ırities	Acquir	ed, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities A poor Disposed of (Instr. 3, 4 and	(D)	d (A)	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 Beneficial Ownership (Instr. 4)
Common Unit	05/31/2018		D	87,188,338 (6)	D	(4)	0	I	By Alliance Holdings GP, L.P.
Common Unit	05/31/2018		A	1,343,348	A	<u>(4)</u>	1,350,529	I	By Alliance Resource GP, LLC
	05/31/2018		A		A	<u>(4)</u>		D	

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Common Unit			18,235,922 (4) (5)			18,593,374 (5)		
Common Unit						2,000	I	By son
Common Unit	05/31/2018	A	168,603	A	<u>(4)</u>	168,603	I	Through spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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)	of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and A Underlying S (Instr. 3 and	ecurities	8. Price of Derivative Security (Instr. 5)
					(Instr. 3, 4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom unit	<u>(1)</u>					(2)	(3)	Common unit	223,650	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
CRAFT JOSEPH W III 1717 S. BOULDER AVENUE SUITE 400 TULSA, OK 74119	X	X	President and Chief Executive					

## **Signatures**

/s/ Joseph W. Craft by Kenneth Hemm, pursuant to power of attorney dated April 10, 2013

\*\*Signature of Reporting Person Date

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## **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**) 1 for 1
- (2) The Phantom units are to be settled in ARLP common units upon the reporting person's death or termination.
- (3) Not applicable

The common units were acquired as consideration for the AHGP common units held by the reporting person immediately prior to the effectiveness of the transactions contemplated by the Simplification Agreement dated February 22, 2018 (the "Simplification

- Agreement"). Pursuant to the Simplification Agreement, all AHGP common units were canceled and converted into the right to receive all of the ARLP common units held by AHGP and its subsidiaries on May 31, 2018. Based on a formula calculated pursuant to the Simplification Agreement, the exchange ratio was 1.478181161 ARLP common units for each AHGP common unit
- (5) Held through the JWC III Rev Trust, of which Mr. Craft is trustee.

Mr. Craft indirectly wholly owns Alliance GP, LLC, the former general partner of Alliance Holdings GP, L.P. ("AHGP"), which wholly owns MGP II, LLC ("MGP II"), the former owner of 56,100,000 common units of ARLP, and AHGP directly owned 31,088,338 common units of ARLP all of which were distributed as disclosed in footnote 4 above. Mr. Craft and Kathleen S. Craft jointly own Alliance Resource GP, LLC ("SGP"). Mr. Craft disclaimed beneficial ownership of the common units of ARLP formerly held by AHGP and MGP II except to the extent of his pecuniary interest therein, and Mr. Craft disclaims beneficial

- ownership of the common units of ARLP held by SGP except to the extent of his pecuniary interest therein.

  Pursuant to the Simplification Agreement, MGP II distributed (a) 99.999% of the 56,100,000 ARLP common units to AHGP and (b) 0.001% of the 56,100,000 ARLP Common Units to ARM GP Holdings, Inc. ("ARMH"), which ARMH then distributed to
- (7) (b) 0.001% of the 56,100,000 ARLP Common Units to ARM GP Holdings, Inc. ("ARMH"), which ARMH then distributed to AHGP. Thereafter, the AHGP Common Units were canceled and converted into the right to receive all of the ARLP Common Units held by AHGP and its subsidiaries.

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.