

Whipkey James M.  
Form 4  
October 23, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Whipkey James M.

(Last) (First) (Middle)

4 AUDUBON HOLLOW LANE

(Street)

HOUSTON, TX 77027

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Hi-Crush Partners LP [HCLP]

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

10/21/2018

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)

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Units representing limited partner interests	10/21/2018		A <sup>(1)</sup>	1,405,921	A <u>1</u>	4,045,171	I
Common Units representing limited partner interests					20,100	D	

.See  
Footnote  
(2)

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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)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Whipkey James M.  
4 AUDUBON HOLLOW LANE    X  
HOUSTON, TX 77027

## Signatures

/s/ Mark C. Skolos, as Attorney-In-Fact for James M.  
Whipkey

10/23/2018

\_\_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).

On October 21, 2018, Hi-Crush Partners LP (the "Partnership") entered into a Contribution Agreement (the "Contribution Agreement") with Hi-Crush Proppants LLC (the "Sponsor"), Hi-Crush Augusta Acquisition Co. LLC and certain persons (the "Contributor Parties") collectively holding all of the then outstanding membership interests in Sponsor (collectively, the "Subject Units"). Pursuant to the

(1) Contribution Agreement, among other things, the Contributor Parties agreed to contribute the Subject Units to the Partnership in exchange for an aggregate of 11,000,000 common units representing limited partnership interests in the Partnership ("Common Units") issued by the Partnership (such contributions, collectively, the "Contribution") based off of a \$8.75 per unit. The Reporting Person held 12.7811% of the Subject Units and received 1,405,921 Common Units in exchange for his Subject Units.

(2) The Common Units distributed to the Reporting Person in the Distribution are owned by JMW Legacy Investments LLC ("JMW LLC"). The Reporting Person is a member of JMW LLC and may be deemed the beneficial owner of the Common Units held by JMW LLC.

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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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