

Fulton Laura C.
Form 4
February 04, 2019

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fulton Laura C.

(Last) (First) (Middle)

1330 POST OAK BLVD, SUITE
600

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

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

Hi-Crush Partners LP [HCLP]

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

02/01/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Units representing limited partner interests	02/01/2019		M		18,439	A	11 354,019

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

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information contained in this form are not
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(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	(1)	02/01/2019		M		18,439	(2)	02/01/2019	02/01/2019	Common Units	18,439

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Fulton Laura C. 1330 POST OAK BLVD SUITE 600 HOUSTON, TX 77056	Chief Financial Officer

Signatures

/s/ Laura C.
Fulton 02/04/2019

**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) Each phantom unit was the economic equivalent of, and was settled for, one Common Unit representing limited partner interests in the Partnership.

The Reporting Person is a participant in the Hi-Crush Partners LP First Amended and Restated Long-Term Incentive Plan and received 19,207 phantom units on September 14, 2016 (the "2016 Performance Award") vesting based on the Partnership's performance compared to the performance of entities in a designated peer group for the three-year period ending December 31, 2018. 96% of the 2016

(2) Performance Award phantom units vested and settled on February 1, 2019 and the remaining 4% of the 2016 Performance Award phantom units expired on that date. Each phantom unit represents the right to receive, upon vesting, one Common Unit representing limited partner interests in the Partnership, along with tandem distribution equivalent rights. The vesting phantom units expire upon settlement.

(3) Includes all phantom units beneficially owned by the Reporting Person following this reported transaction, including previously reported phantom units with varying vesting terms.

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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