

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

USA Compression Partners, LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

75-2771546
(I.R.S. Employer
Identification Number)

100 Congress Avenue
Suite 450
Austin, TX 78701
(512) 473-2662

(Address, including zip code of Registrant's principal executive offices)

USA Compression Partners, LP
2013 Long-Term Incentive Plan
(Full title of the plan)

Christopher W. Porter
Vice President, General Counsel and Secretary
100 Congress Avenue
Suite 450
Austin, Texas 78701
(512) 473-2662

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller Reporting Company
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act").

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)(2)	Proposed maximum offering price per unit (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Common units representing limited partner interests	9,449,000 common units	\$ 14.48	\$ 136,821,520.00	\$ 16,582.77

- (1) Pursuant to Rule 416(a) under the Securities Act, this Registration Statement on Form S-8 (this "Registration Statement") shall be deemed to cover an indeterminate number of additional Common Units (defined below) that may become issuable pursuant to the adjustment provisions of the USA Compression Partners, LP 2013 Long-Term Incentive Plan (as amended from time to time, the "Plan")
- (2) USA Compression Partners, LP (the "Registrant") is filing this Registration Statement to register an aggregate of 9,449,000 common units representing limited partner interests of the Registrant (the "Common Units") that may be delivered with respect to awards under the Plan, which consist of Common Units reserved and available for delivery with respect to awards under the Plan and Common Units that may again become available for delivery with respect to awards under the Plan pursuant to the unit counting, unit recycling and other terms and conditions of the Plan.
- (3) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act. The price for the Common Units being registered hereby is based on a price of \$14.48, which is the average of the high and low sale prices of a Common Unit, as reported on the New York Stock Exchange on November 9, 2018.

EXPLANATORY NOTE AND STATEMENT OF INCORPORATION BY REFERENCE

The Registrant is filing this Registration Statement pursuant to General Instruction E of Form S-8 to register an additional 9,449,000 Common Units that may or will be delivered under the Plan. Such Common Units consist of Common Units that became available for delivery under the Plan pursuant to the First Amendment to the Plan and Common Units that may again become available for delivery with respect to awards under the Plan pursuant to the unit counting, unit recycling and other terms and conditions of the Plan. The First Amendment was approved by the board of directors of USA Compression GP, LLC, the Registrant's general partner, on November 1, 2018.

As permitted by General Instruction E of Form S-8, the contents of the Registrant's Form S-8 registration statement (File No. 333-187166), filed on March 11, 2013, relating to the Plan is hereby incorporated by reference into this Registration Statement except as amended hereby.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The exhibits to this Registration Statement are listed in the Exhibit Index to this Registration Statement, which immediately precedes such exhibits and is incorporated herein by reference.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Certificate of Limited Partnership of USA Compression Partners, LP (incorporated by reference to Exhibit 3.1 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 filed with the Commission on December 21, 2011 (File No. 333-174803)).</u>
4.2	<u>Second Amended and Restated Agreement of Limited Partnership of USA Compression Partners, LP (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on April 6, 2018 (File No. 001-35779)).</u>
4.3	<u>First Amendment to the USA Compression Partners, LP 2013 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2018 filed with the Commission on November 6, 2018 (File No. 001-35779)).</u>
5.1*	<u>Opinion of Vinson & Elkins LLP as to the legality of the securities being registered.</u>
23.1*	<u>Consent of KPMG LLP.</u>
23.2*	<u>Consent of Grant Thornton LLP.</u>
23.3*	<u>Consent of Vinson & Elkins LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included as part of the signature pages to this Registration Statement).</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas on November 13, 2018.

USA COMPRESSION PARTNERS, LP

By: USA Compression GP, LLC,
its general partner

By: /s/ Eric D. Long
Name: Eric D. Long
Title: President, Chief Executive Officer and Director

Each person whose signature appears below appoints Eric D. Long, Matthew C. Liuzzi and Christopher W. Porter, and each of them, any of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on November 13, 2018.

<u>Signature</u>	<u>Title</u>
<u>/s/ Eric D. Long</u> Eric D. Long	President and Chief Executive Officer <i>(Principal Executive Officer)</i> and Director
<u>/s/ Matthew C. Liuzzi</u> Matthew C. Liuzzi	Vice President, Chief Financial Officer and Treasurer <i>(Principal Financial Officer)</i>
<u>/s/ G. Tracy Owens</u> G. Tracy Owens	Vice President, Finance and Chief Accounting Officer <i>(Principal Accounting Officer)</i>
<u>/s/ Michael Bradley</u> Michael Bradley	Director
<u>/s/ Christopher R. Curia</u> Christopher R. Curia	Director
<u>/s/ Matthew S. Hartman</u> Matthew S. Hartman	Director
<u>/s/ Glenn E. Joyce</u> Glenn E. Joyce	Director
<u>/s/ Thomas E. Long</u> Thomas E. Long	Director

/s/ Thomas P. Mason

Thomas P. Mason

Director

/s/ Matthew S. Ramsey

Matthew S. Ramsey

Director

/s/ William S. Waldheim

William S. Waldheim

Director

Vinson & Elkins

November 13, 2018

USA Compression Partners, LP
100 Congress Avenue, Suite 450
Austin, Texas 78701

Ladies and Gentlemen:

We have acted as counsel for USA Compression Partners, LP, a Delaware limited partnership (the "Partnership"), in connection with the Partnership's registration under the Securities Act of 1933, as amended (the "Act"), of the offer and sale of an aggregate of up to 9,449,000 of the Partnership's common units, which represent limited partnership interests (the "Units"), pursuant to the Partnership's registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission on November 13, 2018, which Units may be issued from time to time in accordance with the terms of the USA Compression Partners, LP 2013 Long-Term Incentive Plan (as amended from time to time, the "Plan").

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Partnership and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the general partner of the Partnership, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion. As to any facts material to our opinion, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Partnership.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Units will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Units have been duly authorized and, when the Units are issued by the Partnership in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, which govern the awards to which any Unit relates, the Units will be validly issued, fully paid (to the extent required by the Partnership's partnership agreement) and non-assessable, except as such nonassessability may be limited by Sections 17-303, 17-607 and 17-804 of the Delaware Revised Uniform Limited Partnership Act or within the Partnership's partnership agreement.

This opinion is limited in all respects to the Delaware Revised Uniform Limited Partnership Act. We express no opinion as to any matter other than as expressly set forth above, and no opinion on any other matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

Vinson & Elkins LLP Attorneys at Law
Austin Beijing Dallas Dubai Hong Kong Houston London Moscow New York
Richmond Riyadh San Francisco Taipei Tokyo Washington

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Dallas, TX 75201-2975
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This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P.
Vinson & Elkins L.L.P.

Consent of Independent Registered Public Accounting Firm

The Partners
USA Compression Partners, LP:

We consent to the use of our report dated February 12, 2018, with respect to the consolidated balance sheets of USA Compression Partners, LP as of December 31, 2017 and 2016, and the related consolidated statements of operations, changes in partners' capital, and cash flows for each of the years in the three-year period ended December 31, 2017, and the related notes (collectively, the "consolidated financial statements"), all included in the Form 10-K for December 31, 2017 as filed on February 13, 2018, incorporated herein by reference.

/s/ KPMG LLP

Dallas, Texas
November 13, 2018

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated November 2, 2018, with respect to the combined financial statements of CDM Compression Business as of December 31, 2017 and 2016, and for each of the three years in the period ended December 31, 2017, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in the Registration Statement.

/s/ GRANT THORNTON LLP

Houston, Texas
November 13, 2018
