SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Liuzzi Matthew C	USA Compression Partners, LP [USAC]	

(Last)	(First)	(Middle)

C/O USA COMPRESSION PARTNERS, LP

111 CONGRESS AVENUE, SUITE 2400

(Street)

AUSTIN	TX	78701

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2020

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

See Remarks

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	(A) or (D)	Price			
Common Units	03/09/2020		M		11,518	A	[(1)(2)]	180,133[(3)]	D	
Common Units	03/09/2020		M		10,891	A	[(1)(2)]	191,024[(3)]	D	
Common Units	03/09/2020		D		2,880	D	$15.12	188,144[(3)]	D	
Common Units	03/09/2020		D		2,723	D	$15.12	185,421[(3)]	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Units	[(1)(2)]	03/09/2020		M			11,518	03/09/2020	03/09/2020	Common Units	11,518	[(1)(2)]	0	D	
Phantom Units	[(1)(2)]	03/09/2020		M			10,891	03/09/2020	03/09/2020	Common Units	10,891	[(1)(2)]	0	D	

Explanation of Responses:

1. Each phantom unit is the economic equivalent of one common unit of USA Compression Partners, LP.

2. The Reporting Person settled approximately 25% of his newly vested phantom units for cash and the rest for common units.

3. Includes common units acquired under the USA Compression Partners, LP Distribution Reinvestment Plan.

Remarks:

The Reporting Person is the Vice President, Chief Financial Officer and Treasurer of USA Compression GP, LLC, the general partner of the Issuer (the "General Partner"). The Issuer is managed by the directors and executive officers of the General Partner.

/s/ Matthew C. Liuzzi	03/09/2020
** Signature of Reporting Person	Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 Number.