

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**

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*<br><u>MANIAS WILLIAM G</u><br><br>(Last) (First) (Middle)<br><u>C/O USA COMPRESSION PARTNERS, LP</u><br><u>100 CONGRESS AVENUE, SUITE 450</u><br><br>(Street)<br><u>AUSTIN TX 78701</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>USA Compression Partners, LP [USAC]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>See Remarks</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>04/13/2018</u>                     |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |  |

**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                    | 04/13/2018                           |  | M                              |   | 28,492  | A          | (1)(2)  | 158,118 <sup>(3)</sup>  | D  |   |
| Common Units                    | 04/13/2018                           |  | M                              |   | 10,373  | A          | (1)(2)  | 168,491 <sup>(3)</sup>  | D  |   |
| Common Units                    | 04/13/2018                           |  | M                              |   | 10,970  | A          | (1)(2)  | 179,461 <sup>(3)</sup>  | D  |   |
| Common Units                    | 04/13/2018                           |  | D                              |   | 14,246  | D          | \$16.93 | 165,215 <sup>(3)</sup>  | D  |   |
| Common Units                    | 04/13/2018                           |  | D                              |   | 5,187   | D          | \$16.93 | 160,028 <sup>(3)</sup>  | D  |   |
| Common Units                    | 04/13/2018                           |  | D                              |   | 5,485   | D          | \$16.93 | 154,543 <sup>(3)</sup>  | 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 |  | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Phantom Units                              | (1)(2)   | 04/13/2018                           |  | M                              |   | 28,492   | (4)  | (4)             | Common Units  | 28,492                                     | (1)(2)   | 0   | D  |       |
| Phantom Units                              | (1)(2)   | 04/13/2018                           |  | M                              |   | 10,373   | (4)  | (4)             | Common Units  | 10,373                                     | (1)(2)   | 0   | D  |       |
| Phantom Units                              | (1)(2)   | 04/13/2018                           |  | M                              |   | 10,970   | (4)  | (4)             | Common Units  | 10,970                                     | (1)(2)   | 0   | D  |       |

**Explanation of Responses:**

- Each phantom unit is the economic equivalent of one common unit of USA Compression Partners, LP.
- The Reporting Person settled approximately 50% of his newly vested phantom units for cash and the rest for common units.
- Includes common units acquired under the USA Compression Partners, LP Distribution Reinvestment Plan.
- The phantom units were set to vest on the third anniversary of the date of grant, with the number of phantom units that vest on such third anniversary to range between 0% and 200% of the reported number of phantom units generally depending on the Issuer's achievement of certain objective, performance-based criteria during the three years prior to the vesting date. In accordance with the terms of the USA Compression Partners, LP 2013 Long-Term Incentive Plan, the vesting of the phantom units was accelerated in connection with the Issuer's change in control transaction and vested at 100% of the reported number of phantom units which settled on April 13, 2018.

**Remarks:**

The Reporting Person is the Vice President and Chief Operating Officer 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/ William G. Manias

04/17/2018

\*\* 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.

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