

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **August 12, 2014**

USA Compression Partners, LP

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

1-35779
(Commission File
Number)

75-2771546
(I.R.S. Employer
Identification No.)

**100 Congress Avenue
Suite 450
Austin, TX**
(Address of Principal Executive Offices)

78701
(Zip Code)

Registrant's telephone number, including area code: **(512) 473-2662**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On August 12, 2014, USA Compression Partners, LP (the "**Partnership**") issued a press release with respect to its financial and operating results for the second quarter of 2014. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

In accordance with General Instruction B.2 of Form 8-K, the information in this report, including Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall such information, including Exhibit 99.1, be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated August 12, 2014, "USA Compression Partners, LP Reports Second Quarter 2014 Results, Achieves Record Revenues, Adjusted EBITDA and Adjusted Distributable Cash Flow; Confirms 2014 Outlook"

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

USA COMPRESSION PARTNERS, LP

By: USA Compression GP, LLC,
its General Partner

By: /S/ J. GREGORY HOLLOWAY
J. Gregory Holloway
Vice President, General Counsel and Secretary

Dated August 12, 2014

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EXHIBIT INDEX

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99.1	Press release dated August 12, 2014, "USA Compression Partners, LP Reports Second Quarter 2014 Results, Achieves Record Revenues, Adjusted EBITDA and Adjusted Distributable Cash Flow; Confirms 2014 Outlook"

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News Release
USA Compression Partners, LP
 100 Congress Avenue, Suite 450
 Austin, Texas 78701
 www.usacpartners.com

**USA Compression Partners, LP Reports Second Quarter 2014 Results,
 Achieves Record Revenues, Adjusted EBITDA and Adjusted Distributable Cash Flow;
 Confirms 2014 Outlook**

AUSTIN, Texas, August 12, 2014—USA Compression Partners, LP (NYSE: USAC) (“USA Compression” or the “Partnership”), announced today its financial and operating results for the second quarter 2014.

Second Quarter 2014 Summary Results

- Record levels of revenues; second quarter 2014 is up 59.9% over second quarter 2013
- Record levels of Adjusted EBITDA; second quarter 2014 is up 48.3% over second quarter 2013
- Record levels of Adjusted distributable cash flow; second quarter 2014 is up 67.4% over second quarter 2013
- Quarterly cash distribution of \$0.50 per common unit, an increase of 2.0% over the first quarter 2014 and 13.6% over the second quarter 2013
- Fleet horsepower for second quarter 2014 increased by 38.9% over second quarter 2013
- Average revenue per horsepower per month for second quarter 2014 increased 14.2% over second quarter 2013
- Adjusted distributable cash flow coverage of 0.94x for the second quarter 2014
- Cash coverage of 2.42x for the second quarter 2014

	Three Months Ended		
	June 30, 2014	March 31, 2014	June 30, 2013
<u>Operational Data</u>			
Fleet Horsepower at period end	1,345,173	1,272,299	968,178
Revenue Generating Horsepower at period end	1,200,547	1,107,218	836,427
Average Revenue Generating Horsepower for the period	1,158,804	1,094,677	829,684
Revenue Generating Compression Units at period end	2,362	2,205	1,001
Horsepower Utilization at period end(1)	95.0%	94.4%	94.0%
Average Horsepower Utilization for the period(1)	94.8%	94.0%	94.1%
<u>Financial Data (\$ in thousands, except per unit data)</u>			
Revenues	\$ 53,266	\$ 50,202	\$ 33,310
Average Revenue Per Horsepower Per Month	\$ 15.48	\$ 15.30	\$ 13.55
Gross Operating Margin	\$ 35,269	\$ 32,485	\$ 23,179
Gross Operating Margin Percentage	66.2%	64.7%	69.6%
Adjusted EBITDA	\$ 26,866	\$ 25,192	\$ 18,122
Adjusted EBITDA Percentage	50.4%	50.2%	54.4%
Adjusted Distributable Cash Flow	\$ 19,864	\$ 16,833	\$ 11,867

- (1) Horsepower utilization is calculated as (i)(a) revenue generating horsepower plus (b) horsepower in the Partnership’s fleet that is under contract, but is not yet generating revenue plus (c) horsepower not yet in the Partnership’s fleet that is under contract not yet generating revenue and that is subject to a purchase order, divided by (ii) total available horsepower less idle horsepower that is under repair. Horsepower utilization based on revenue generating horsepower and fleet horsepower at each applicable period end was 89.2%, 87.0% and 86.4% for the quarters ended June 30, 2014, March 31, 2014 and June 30, 2013, respectively. Average horsepower utilization was 87.1%, 87.8% and 86.3% for the quarters ended June 30, 2014, March 31, 2014 and June 30, 2013, respectively.

Second Quarter 2014 Financial and Operating Performance

Revenues in the second quarter of 2014 rose 59.9% to \$53.3 million as compared to \$33.3 million for the same period in 2013. This was primarily the result of a 58.9% increase in contract operations revenues (excluding retail parts and services) to \$52.7 million in the second quarter of 2014, compared to \$33.1 million in the second quarter of 2013. This increase was driven primarily by the growth in revenue generating horsepower, including fleet growth due to the S&R Acquisition and organic growth. Adjusted EBITDA rose 48.3% to \$26.9 million in the second quarter of 2014 as compared to \$18.1 million for the second quarter of 2013. Adjusted distributable cash flow increased 67.4% to \$19.9 million in the second quarter of 2014, compared to \$11.9 million in the second quarter of last year. Net income was \$7.5 million in the second quarter of 2014, compared with net income of \$2.4 million for the second quarter of 2013.

“We are reporting another quarter of record revenues, adjusted EBITDA and adjusted distributable cash flow for the second quarter of 2014,” said Eric D. Long, USA Compression President and Chief Executive Officer. “As a result of our solid performance, we have announced our fifth consecutive quarterly distribution increase since our IPO to \$0.50 for the second quarter of 2014.”

“We have, at this time, ordered approximately 352,000 horsepower of new compression units for delivery in 2014, as compared to our initial expectations of 220,000 horsepower,” he said. “For the 180,000 horsepower that we initially ordered for 2014, we have customer contracts for 83% and strong customer

indications for another 8% of those orders. For the remaining 172,000 horsepower on order for 2014, and expected to be delivered in the last half of 2014, we have customer contracts for 38% of the new horsepower and strong customer indications for another 24% of those deliveries. We have received, during the first half of 2014, 150,000 horsepower of the 352,000 horsepower of new compression units ordered for delivery in 2014. Additionally, we have ordered, so far, over 200,000 horsepower for delivery in 2015, which will be delivered over the first three quarters of 2015.”

Average revenue generating horsepower increased 39.7% to 1,158,804 for the second quarter of 2014 as compared to 829,684 for the second quarter of 2013, primarily due to growth in our midstream compression assets along with the acquisition of gas lift compression assets in August 2013. Average revenue per revenue generating horsepower per month increased 14.2% to \$15.48 for the second quarter of 2014 as compared to \$13.55 for the second quarter of 2013. This increase in average revenue per revenue generating horsepower per month was primarily due to our gas lift compression assets, which generate higher revenue per horsepower per month as compared to our midstream compression assets.

Gross operating margin increased 52.2% to \$35.3 million for the second quarter of 2014 as compared to \$23.2 million for the second quarter of 2013. Gross operating margin as a percentage of total revenues decreased to 66.2% for the second quarter of 2014 from 69.6% in the second quarter of 2013, due primarily to the lower gross operating margin percentages on our gas lift compression assets as compared to our midstream compression assets. Additionally, in the second quarter of 2014 we reported a non-cash gain of \$2.7 million as a result of entering into a purchase option agreement.

Expansion capital expenditures (used primarily to purchase new compression units) were \$97.9 million for the second quarter of 2014, maintenance capital expenditures totaled \$3.8 million and cash interest expense was \$2.8

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million. Maintenance capital expenditures were at expected levels for the second quarter of 2014 and we continue to expect approximately \$19 million for the full year 2014.

On July 24, 2014, the Partnership announced a cash distribution of \$0.50 per unit on its common and subordinated units. This second quarter distribution corresponds to an annualized distribution rate of \$2.00 per unit. The distribution will be paid on August 14, 2014 to unitholders of record as of the close of business on August 4, 2014. USA Compression Holdings, LLC, the owner of 41.3% of the Partnership’s outstanding limited partnership units, and Argonaut Private Equity, L.L.C. and certain other related unitholders, the owners of 16.0% of the Partnership’s outstanding limited partnership units, have elected to reinvest all of this distribution with respect to their units pursuant to the Partnership’s Distribution Reinvestment Plan. Adjusted distributable cash flow coverage for the second quarter of 2014 was 0.94x and the cash coverage ratio was 2.42x.

Liquidity and Credit Facility

The Partnership maintains a revolving credit facility of \$850 million, which has a maturity date of December 2018. In addition, the revolving credit facility contains an accordion feature whereby it can be expanded to \$950 million under certain conditions. As of June 30, 2014, the outstanding balance under the revolving credit facility was approximately \$452 million, compared to approximately \$504 million as of March 31, 2014.

On May 19, 2014, the Partnership closed a public offering of 6,600,000 Common Units, of which 5,600,000 Common Units were sold by the Partnership and 1,000,000 common units were sold by certain selling unitholders (the “Selling Unitholders”), at a price to the public of \$25.59. The Partnership used the net proceeds of \$138.0 million (net of underwriting discounts and commission and offering expenses) to reduce the indebtedness outstanding under its revolving credit facility. The Partnership did not receive any proceeds from the common units sold by the Selling Unitholders.

Full-Year 2014 Outlook

USA Compression is confirming its full-year 2014 guidance and expects to trend to the high end of this guidance range:

- adjusted EBITDA range of \$109.0 million to \$115.0 million; and
- distributable cash flow range of \$75.0 million to \$81.0 million.

Conference Call

USA Compression Partners, LP will host a conference call today beginning at 10:00 a.m. Eastern Time (9:00 a.m. Central Time) to discuss its second quarter 2014 performance. The call will be broadcast live over the internet. Investors may participate either by phone or audio webcast.

By Phone: Dial 888-389-5988 inside the U.S. and Canada at least 10 minutes before the call and ask for the USA Compression Partners Earnings Call. Investors outside the U.S. and Canada should dial 719-325-2432. The conference ID for both is 6316361.

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A replay of the call will be available through August 22, 2014. Callers inside the U.S. and Canada may access the replay by dialing 888-203-1112. Investors outside the U.S. and Canada should dial 719-457-0820. The passcode for both is 6316361.

By Webcast: Connect to the webcast via the “Events” page of USA Compression’s Investor Relations website at <http://investors.usacpartners.com>. Please log in at least 10 minutes in advance to register and download any necessary software. A replay will be available shortly after the call.

About USA Compression Partners, LP

USA Compression Partners, LP is a growth-oriented Delaware limited partnership that is one of the nation’s largest independent providers of compression services in terms of total compression unit horsepower. The company partners with a broad customer base composed of producers, processors, gatherers and transporters of natural gas and crude oil. USA Compression focuses on providing compression services to infrastructure applications primarily in high volume gathering systems, processing facilities and transportation applications. More information is available at www.usacpartners.com.

This news release includes the non-GAAP financial measures of Adjusted EBITDA, gross operating margin, distributable cash flow and adjusted distributable cash flow.

The Partnership's management views Adjusted EBITDA as one of its primary financial measures in evaluating the results of the Partnership's business, and the Partnership tracks this item on a monthly basis both as an absolute amount and as a percentage of revenue compared to the prior month, year-to-date and prior year and to budget. Adjusted EBITDA is defined as net income before interest expense, income taxes, depreciation and amortization expense, unit-based compensation expense, gain (loss) on sale of assets, management fees, interest income on capital lease and transaction expenses related to acquisitions. Adjusted EBITDA is used as a supplemental financial measure by the Partnership's management and external users of its financial statements, such as investors and commercial banks, to assess:

- the financial performance of the Partnership's assets without regard to the impact of financing methods, capital structure or historical cost basis of the Partnership's assets;
- the viability of capital expenditure projects and the overall rates of return on alternative investment opportunities;
- the ability of the Partnership's assets to generate cash sufficient to make debt payments and to make distributions; and
- the Partnership's operating performance as compared to those of other companies in its industry without regard to the impact of financing methods and capital structure.

The Partnership believes that Adjusted EBITDA provides useful information to investors because, when viewed with GAAP results and the accompanying reconciliations, it provides a more complete understanding of the Partnership's performance than GAAP results alone. The Partnership also believes that external users of its financial statements benefit from having access to the same financial measures that management uses in evaluating the results of the Partnership's business.

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Adjusted EBITDA should not be considered an alternative to, or more meaningful than, net income, operating income, cash flows from operating activities or any other measure of financial performance presented in accordance with GAAP as measures of operating performance and liquidity. Moreover, Adjusted EBITDA as presented may not be comparable to similarly titled measures of other companies.

Gross operating margin, a non-GAAP financial measure, is defined as revenues less cost of operations, exclusive of depreciation and amortization expense. The Partnership's management believes that gross operating margin is useful as a supplemental measure of the Partnership's operating profitability. Gross operating margin is impacted primarily by the pricing trends for service operations and cost of operations, including labor rates for service technicians, volume and per unit costs for lubricant oils, quantity and pricing of routine preventative maintenance to compression units and property tax rates on compression units. Gross operating margin should not be considered an alternative to, or more meaningful than, operating income or any other measure of financial performance presented in accordance with GAAP. Moreover, gross operating margin as presented may not be comparable to similarly titled measures of other companies. Because the Partnership capitalizes assets, depreciation and amortization of equipment is a necessary element of its costs. To compensate for the limitations of gross operating margin as a measure of the Partnership's performance, the Partnership's management believes that it is important to consider operating income determined under GAAP, as well as gross operating margin, to evaluate the Partnership's operating profitability.

Distributable cash flow, a non-GAAP measure, is defined as net income plus non-cash interest expense, depreciation and amortization expense, and unit-based compensation expense, less maintenance capital expenditures. Adjusted distributable cash flow is distributable cash flow plus certain transaction fees relating to acquisitions and other items. The Partnership's management believes distributable cash flow and adjusted distributable cash flow are important measures of operating performance because such measures allow management, investors and others to compare basic cash flows the Partnership generates (prior to the establishment of any retained cash reserves by the Partnership's general partner and the effect of the Partnership's Distribution Reinvestment Plan) to the cash distributions the Partnership expects to pay its unitholders.

See "Reconciliation of Non-GAAP Financial Measures" for adjusted EBITDA reconciled to net income and net cash provided by operating activities, and net income reconciled to distributable cash flow and adjusted distributable cash flow.

Forward-Looking Statements

Some of the information in this news release may contain forward-looking statements. These statements can be identified by the use of forward-looking terminology including "may," "believe," "expect," "intend," "anticipate," "estimate," "continue," or other similar words, and include the Partnership's expectation of future performance contained herein. These statements discuss future expectations, contain projections of results of operations or of financial condition, or state other "forward-looking" information. These forward-looking statements can be affected by assumptions used or by known risks or uncertainties. Consequently, no forward-looking statements can be guaranteed. When considering these forward-looking statements, you should keep in mind the risk factors and other cautionary statements in this news release. The risk factors and other factors noted throughout this news release could cause actual results to differ materially from those contained in any forward-looking statement. You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date of this news release. You should also understand that it is not possible to predict or identify all such factors and

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should not consider the following list to be a complete statement of all potential risks and uncertainties. Known material factors that could cause the Partnership's actual results to differ materially from the results contemplated by such forward-looking statements are described in Part II, Item 1A ("Risk Factors") of the Partnership's quarterly report on Form 10-Q for the fiscal quarter ended June 30, 2014, which it expects to file later this afternoon, and include:

- changes in general economic conditions;
- competitive conditions in the industry;

- changes in the long-term supply of and demand for natural gas and crude oil;
- our ability to realize the anticipated benefits of acquisitions and to integrate the acquired assets with our existing fleet;
- actions taken by the Partnership’s customers, competitors and third-party operators;
- changes in the availability and cost of capital;
- operating hazards, natural disasters, weather-related delays, casualty losses and other matters beyond the Partnership’s control;
- the effects of existing and future laws and governmental regulations;
- the effects of future litigation; and
- other factors discussed in the Partnership’s filings with the Securities and Exchange Commission.

All forward-looking statements are expressly qualified in their entirety by the foregoing cautionary statements. Unless legally required, the Partnership undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Unpredictable or unknown factors not discussed herein also could have material adverse effects on forward-looking statements.

Investor Contacts:

USA Compression Partners, LP

Joseph C. “Jody” Tusa, Jr.
Chief Financial Officer
512-473-2662
jtusa@usacompression.com

Matthew C. Liuzzi
SVP — Strategic Development
512-473-2662
mliuzzi@usacompression.com

**USA COMPRESSION PARTNERS, LP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except for unit amounts — Unaudited)**

	Three Months Ended		
	June 30, 2014	March 31, 2014	June 30, 2013
Revenues:			
Contract operations	\$ 52,678	\$ 49,344	\$ 33,144
Parts and service	588	858	166
Total revenues	53,266	50,202	33,310
Cost of operations, exclusive of depreciation and amortization	17,997	17,717	10,131
Gross operating margin	35,269	32,485	23,179
Other operating and administrative costs and expenses:			
Selling, general and administrative	10,186	8,469	5,548
Depreciation and amortization	17,044	16,220	12,173
Loss (gain) on sale of assets	(2,520)	229	130
Total other operating and administrative costs and expenses	24,710	24,918	17,851
Operating income	10,559	7,567	5,328
Other income (expense)			
Interest expense	(3,043)	(3,549)	(2,871)
Other	2	—	2
Total other expense	(3,041)	(3,549)	(2,869)
Net income before income tax expense	7,518	4,018	2,459
Income tax expense	—	103	58
Net Income	<u>\$ 7,518</u>	<u>\$ 3,915</u>	<u>\$ 2,401</u>
Net Income allocated to:			
General partner’s interest in net income	\$ 188	\$ 85	\$ 48
Common units interest in net income	\$ 5,332	\$ 2,409	\$ 1,227
Subordinated units interest in net income	\$ 1,998	\$ 1,421	\$ 1,126
Weighted average common units outstanding:			
Basic	27,290,699	23,804,585	15,196,880
Diluted	<u>27,327,545</u>	<u>23,906,324</u>	<u>15,241,866</u>

Weighted average subordinated units outstanding:

Basic and diluted	14,048,588	14,048,588	14,048,588
Net income per common unit:			
Basic	\$ 0.20	\$ 0.10	\$ 0.08
Diluted	\$ 0.20	\$ 0.10	\$ 0.08
Net income per subordinated unit:			
Basic and diluted	\$ 0.14	\$ 0.10	\$ 0.08
Distributions paid per limited partner unit in respective periods	\$ 0.49	\$ 0.48	\$ 0.348

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USA COMPRESSION PARTNERS, LP AND SUBSIDIARIES
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES
ADJUSTED EBITDA TO NET INCOME AND NET CASH PROVIDED BY OPERATING ACTIVITIES
(In thousands — Unaudited)

The following table reconciles Adjusted EBITDA to net income and net cash provided by operating activities, its most directly comparable GAAP financial measures, for each of the periods presented:

	Three Months Ended		
	June 30, 2014	March 31, 2014	June 30, 2013
Net income	\$ 7,518	\$ 3,915	\$ 2,401
Interest expense	3,043	3,549	2,871
Depreciation and amortization	17,044	16,220	12,173
Income taxes	—	103	58
Interest income on capital lease	402	—	—
Unit-based compensation expense	1,006	1,096	489
Transaction expenses for acquisitions(1)	373	46	—
Loss (gain) on sale of assets and other	(2,520)	263	130
Adjusted EBITDA	\$ 26,866	\$ 25,192	\$ 18,122
Interest expense	(3,043)	(3,549)	(2,871)
Income tax expense	—	(103)	(58)
Interest income on capital lease	(402)	—	—
Unit-based compensation expense	(1,006)	(1,096)	(489)
Transaction expenses for acquisitions	(373)	(46)	—
Other	1,297	1,644	959
Changes in operating assets and liabilities:			
Accounts receivable	(4,749)	(2,337)	(471)
Inventory	1,661	(2,582)	(634)
Prepays	645	(64)	465
Other non-current assets	240	(319)	(4)
Accounts payable	(1,931)	(8,079)	285
Accrued liabilities and deferred revenue	2,395	1,408	845
Net cash provided by operating activities	\$ 21,600	\$ 10,069	\$ 16,149

(1) Represents certain transaction expenses.

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USA COMPRESSION PARTNERS, LP AND SUBSIDIARIES
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES
NET INCOME TO DISTRIBUTABLE CASH FLOW
(In thousands, except for per unit amounts — Unaudited)

The following table reconciles distributable cash flow to net income, its most directly comparable GAAP financial measures, for each of the periods presented:

	Three Months Ended		
	June 30, 2014	March 31, 2014	June 30, 2013
Net income	\$ 7,518	\$ 3,915	\$ 2,401
Plus: Non-cash interest expense	292	582	471
Plus: Depreciation and amortization	17,044	16,220	12,173
Plus: Unit-based compensation	1,006	1,096	489
Less: Maintenance capital expenditures(1)	3,849	5,289	3,667
Distributable cash flow	\$ 22,011	\$ 16,524	\$ 11,867

Transaction expenses for acquisitions(2)	373	46	—
Loss (gain) on sale of equipment and other	(2,520)	263	—
Adjusted distributable cash flow	<u>\$ 19,864</u>	<u>\$ 16,833</u>	<u>\$ 11,867</u>
GP interest in adjusted distributable cash flow	506	389	264
Adjusted distributable cash flow attributable to LP interest	<u>\$ 19,358</u>	<u>\$ 16,444</u>	<u>\$ 11,603</u>
Distributions for coverage ratio(3)	<u>\$ 20,670</u>	<u>\$ 18,691</u>	<u>\$ 12,929</u>
Distributions reinvested in the DRIP(4)	<u>\$ 12,686</u>	<u>\$ 13,122</u>	<u>\$ 8,095</u>
Distributions for cash coverage ratio(5)	<u>\$ 7,984</u>	<u>\$ 5,569</u>	<u>\$ 4,834</u>
Adjusted distributable cash flow coverage ratio	<u>0.94</u>	<u>0.88</u>	<u>0.90</u>
Cash coverage ratio	<u>2.42</u>	<u>2.95</u>	<u>2.40</u>

- (1) Reflects actual maintenance capital expenditures for the period presented. Maintenance capital expenditures are capital expenditures made to replace partially or fully depreciated assets, to maintain the operating capacity of the Partnership's assets and extend their useful lives, or other capital expenditures that are incurred in maintaining the Partnership's existing business and related cash flow.
- (2) Represents certain transaction expenses. As these fees are not recurring, the Partnership believes it is useful to investors to view its results excluding these fees.
- (3) Represents distribution to the weighted average holders of the Partnership's units. The adjusted distributable cash flow coverage ratio based on units outstanding at the record date is 0.87x.
- (4) Represents distribution to holders enrolled in the Partnership's Distribution Reinvestment Plan ("DRIP") as of the record date for each period.
- (5) Represents cash distributions declared for the weighted average of common and subordinated units not participating in the Partnership's Distribution Reinvestment Plan. The cash coverage ratio based on units outstanding at the record date is 2.05x.

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USA COMPRESSION PARTNERS, LP AND SUBSIDIARIES
Full-Year 2014 Adjusted EBITDA Guidance Range
Reconciliation to Distributable Cash Flow
(In millions — Unaudited)

	Guidance
Adjusted EBITDA	\$109.0 to \$115.0
Less: Cash interest expense	\$ 15.0
Less: Income tax provision	\$ 0.3
Less: Maintenance capital expenditures	\$ 18.7
Distributable cash flow	<u>\$75.0 to \$81.0</u>

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