



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)	Code	V	6A. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Date Exercisable	Expiration Date	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)	
						(A)	(D)								
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Units	(1)(2)	04/13/2018		M			67,242	(6)	(6)	Common Units	67,242	(1)(2)	0	D	
Phantom Units	(1)(2)	04/13/2018		M			54,398	(6)	(6)	Common Units	54,398	(1)(2)	0	D	
Phantom Units	(1)(2)	04/13/2018		M			86,296	(6)	(6)	Common Units	86,296	(1)(2)	0	D	
Phantom Units	(1)(2)	04/13/2018		M			50,431	(7)	(7)	Common Units	50,431	(1)(2)	0	D	
Phantom Units	(1)(2)	04/13/2018		M			20,400	(7)	(7)	Common Units	20,400	(1)(2)	0	D	
Phantom Units	(1)(2)	04/13/2018		M			21,574	(7)	(7)	Common Units	21,574	(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.
- Mr. Long disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- Common units held by each of the Alex B. Long Trust and the Adam Ericson Long Trust, of which Mr. Long is the trustee under agreements dated April 17, 2007.
- The phantom units were set to vest in three equal annual installments beginning on the date of grant. 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 settled on April 13, 2018.
- 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 Chief Executive Officer, President and Director 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. The Reporting Person also is a Manager of USA Compression Holdings, LLC ("USAC Holdings"). The Reporting Person is not deemed to beneficially own, and disclaims beneficial ownership of, any common units of the Issuer held by USAC Holdings, except to the extent of any pecuniary interest he may be deemed to have therein.

/s/ Eric D. Long 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.

**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.**