

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Argonaut Private Equity, L.L.C.</u>  (Last) (First) (Middle) 7030 S. YALE AVE. SUITE 810  (Street) TULSA OK 74136  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>USA Compression Partners, LP [ USAC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/19/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year) 05/19/2014		

**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	05/19/2014		s		173,897	D	\$24.696	6,748,607 <sup>(1)(2)</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	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Argonaut Private Equity, L.L.C.  
 (Last) (First) (Middle)  
 7030 S. YALE AVE.  
 SUITE 810  
 (Street)  
 TULSA OK 74136  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
KAISER GEORGE B  
 (Last) (First) (Middle)  
 C/O FREDERIC DORWART, LAWYERS  
 124 EAST FOURTH STREET  
 (Street)  
 TULSA OK 74103  
 (City) (State) (Zip)

**Explanation of Responses:**

- These securities are owned solely by Argonaut Private Equity, L.L.C. ("Argonaut").
- George B. Kaiser solely owns 7,425 Common Units. As the sole member of Argonaut, Mr. Kaiser is in indirect possession of sole voting and investment power of the Common Units held by Argonaut and may also be deemed to beneficially own the 6,748,607 Common Units held by Argonaut.

Don P. Millican, Manager      03/23/2017  
George B. Kaiser                03/23/2017

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.**