

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>USA Compression Holdings, LLC</u> (Last) (First) (Middle) 712 FIFTH AVENUE, 51ST FLOOR (Street) NEW YORK NY 10019 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/14/2013	3. Issuer Name and Ticker or Trading Symbol <u>USA Compression Partners, LP [USAC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common units representing limited partner interests	4,048,588 ⁽⁴⁾⁽⁵⁾	D ⁽¹⁾⁽²⁾⁽³⁾	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Subordinated units representing limited partner interests	(6)	(6)	Common Units 14,048,588 ⁽⁴⁾	0	D ⁽¹⁾⁽²⁾⁽³⁾	

1. Name and Address of Reporting Person* <u>USA Compression Holdings, LLC</u> (Last) (First) (Middle) 712 FIFTH AVENUE, 51ST FLOOR (Street) NEW YORK NY 10019 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>USA Compression GP, LLC</u> (Last) (First) (Middle) 712 FIFTH AVENUE, 51ST FLOOR (Street) NEW YORK NY 10019 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>R/C IV USACP Holdings, L.P.</u> (Last) (First) (Middle) 712 FIFTH AVENUE, 51ST FLOOR (Street) NEW YORK NY 10019 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[Riverstone/Carlyle Energy Partners IV, L.P.](#)

(Last) (First) (Middle)

712 FIFTH AVENUE, 51ST FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[R/C Energy GP IV, LLC](#)

(Last) (First) (Middle)

712 FIFTH AVENUE, 51ST FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

Explanation of Responses:

1. This Form 3 is filed jointly by USA Compression Holdings, LLC ("USAC Holdings"), USA Compression GP, LLC (the "General Partner"), R/C IV USACP Holdings, L.P. ("R/C IV"), Riverstone/Carlyle Energy Partners IV, L.P., the general partner of R/C IV ("R/C EP IV"), and R/C Energy GP IV, LLC, the general partner of R/C EP IV.
2. As of January 14, 2013, USAC Holdings owns all of the limited partner interests of USA Compression Partners, LP (the "Issuer"). The General Partner owns all of the general partner interests of the Issuer and USAC Holdings owns all of the membership interests in the General Partner. Accordingly, USAC Holdings may be deemed to indirectly beneficially own the securities of the Issuer held by the General Partner, but disclaims beneficial ownership except to the extent of its pecuniary interest therein.
3. As of January 14, 2013, R/C IV owns 97.6% of the limited liability company interests of USAC Holdings and is entitled to elect a majority of the members of the board of managers of USAC Holdings. Accordingly, R/C IV may be deemed to indirectly beneficially own the common units and subordinated units owned by USAC Holdings, but disclaims beneficial ownership except to the extent of its pecuniary interest therein.
4. As described in the Issuer's Registration Statement on Form S-1 (No. 333-174803) (as amended, the "Registration Statement"), immediately prior to and contingent upon the closing of the initial public offering of the Issuer (the "Offering"), USAC Holdings' limited partner interest will automatically convert into 4,642,408 common units and 14,048,588 subordinated units and the General Partner's general partner interest will automatically convert into a general partner interest equal to a 0% percentage interest in the Issuer. In addition, USAC Holdings will contribute 593,820 common units to the General Partner, which will contribute such units to the Issuer in exchange for a general partner interest equal to a 2% percentage interest in the Issuer and the incentive distribution rights of the Issuer.
5. In connection with the closing of the initial public offering of the Issuer, the General Partner will own approximately 593,820 general partner units, representing a 2.0% general partner interest in the Issuer.
6. Each subordinated unit will convert into one common unit at the end of the subordination period as described in the Registration Statement.

[/s/ J. Gregory Holloway, Vice
President, Secretary and
General Counsel, USA
Compression Holdings, LLC](#) [01/14/2013](#)

[/s/ J. Gregory Holloway, Vice
President, Secretary and
General Counsel, USA
Compression GP, LLC](#) [01/14/2013](#)

[/s/ Thomas J. Walker, R/C
Energy GP IV, LLC, in its
individ. capacity and in its
capacity as general partner of
Riverstone/Carlyle Energy
Partners IV, L.P., in its
individual capacity and in its
capacity as general partner of
R/C IV USACP Holdings, L.P.](#) [01/14/2013](#)

** 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 5 (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.