

Hi-Crush Partners LP
Form 4
December 16, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rasmus Robert E.

(Last) (First) (Middle)

THREE RIVERWAY, SUITE 1350

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Hi-Crush Partners LP [HCLP]

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Co-CEO and Director

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Purchase Rights for Units	\$ 5.14	12/14/2015	A	20,000 <u>(1)</u> <u>(2)</u>					02/28/2017	02/28/2017 ⁽³⁾	Common Units	20,000 <u>(1)</u> <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rasmus Robert E. THREE RIVERWAY SUITE 1350 HOUSTON, TX 77056	X		Co-CEO and Director	

Signatures

/s/ Mark C. Skolos, as Attorney-In-Fact for Robert E.
Rasmus

12/16/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).

The reporting person is a participant in the Hi-Crush Partners LP Long-Term Incentive Plan (the "Plan") and has elected to participate in the Hi-Crush Partners LP Unit Purchase Program (the "UPP") adopted under the Plan. On December 14, 2015, the reporting person was

(1) granted the right to purchase, on February 28, 2017 at \$5.14 per common unit, up to the number of common units that are equal to (i) the reporting person's aggregate dollar amount of contributions made to the UPP during the period of the UPP's applicability divided by (ii) 5.14; provided that such number of common units shall be capped at 20,000 common units.

(2) The number of derivative securities acquired and underlying common units reported on this Form 4 for the reporting person is based on the application of the foregoing formula using the dollar amount of contributions currently elected by the reporting person in his Hi-Crush Partners LP Unit Purchase Program Enrollment Form, but may be reduced based on reductions in the reporting person's elected dollar amount of contributions.

(3) The purchase right is only exercisable on February 28, 2017 and does not continue thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.