

Hi-Crush Partners LP  
Form 4  
March 02, 2017

**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 \*  
**HUFF JOHN R**  
  
(Last) (First) (Middle)  
  
**C/O HI-CRUSH  
PARTNERS, THREE RIVERWAY  
SUITE 1350**

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/28/2017**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
  
**HOUSTON, TX 77056**

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

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

(City) (State) (Zip)

**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 representing limited partner interests	02/28/2017		M <sup>(1)</sup>		20,000 <sup>(2)</sup>	A	\$ 5.14
					199,896	D	

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

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SEC 1474  
(9-02)

number.

**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 Underlying Security (Instr. 3 and 4)
Purchase Rights for Units	\$ 5.14	02/28/2017		M <sup>(1)</sup>	20,000 <sup>(2)</sup>	02/28/2017 <sup>(2)</sup> 02/28/2017 <sup>(2)</sup>	Common Units

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUFF JOHN R C/O HI-CRUSH PARTNERS THREE RIVERWAY SUITE 1350 HOUSTON, TX 77056		X		

## Signatures

/s/ Mark C. Skolos, as Attorney-In-Fact for John R. Huff  
Date: 03/02/2017

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).
- (1) Exercise of purchase rights for common units exempt under Rule 16b-3.

On December 14, 2015, the reporting person was 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 Hi-Crush Partners LP Unit Purchase Program ("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. Based on the application of the foregoing formula on the February 28, 2017 purchase date, the reporting person had the right to purchase, and did purchase, 20,000 common units.

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.