

Barker William E
 Form 4
 February 14, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Barker William E

(Last) (First) (Middle)

1330 POST OAK BLVD, SUITE 600

(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)
 02/13/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Principal Strategy Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

___X___ 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)
			Code	V	Amount	(D)	Price
Common Units representing limited partner interests	02/13/2018		M		2,430	A	11 18,192
Common Units representing limited partner interests	02/13/2018		M		2,700	A	11 20,892

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

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SEC 1474
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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 (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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Phantom Units	<u>(1)</u>	02/13/2018		M	2,430 <u>(2)</u>	02/13/2018 02/13/2018	Common Units	2,430
Phantom Units	<u>(1)</u>	02/13/2018		M	2,700 <u>(4)</u>	02/13/2018 02/13/2018	Common Units	2,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barker William E 1330 POST OAK BLVD SUITE 600 HOUSTON, TX 77056			Principal Strategy Officer	

Signatures

/s/ William E. Barker by Mark C. Skolos as Attorney-in-Fact 02/14/2018

**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) Each phantom unit was the economic equivalent of, and was settled for, one Common Unit representing limited partner interests in the Partnership.
- (2) The Reporting Person is a participant in the Hi-Crush Partners LP First Amended and Restated Long-Term Incentive Plan (the "Plan") and received 2,700 phantom units on February 13, 2015 (the "2015 Performance Award") vesting based on the Partnership's performance

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compared to the performance of entities in a designated peer group for the three-year period ending December 31, 2017. 90% of the 2015 Performance Award phantom units vested and settled on February 13, 2018 and the remaining 10% of the 2015 Performance Award phantom units expired on that date. Each phantom unit represents the right to receive, upon vesting, one Common Unit representing limited partner interests in the Partnership, along with tandem distribution equivalent rights ("DERs"). The vesting phantom units expire upon settlement.

- (3) Includes all phantom units beneficially owned by the Reporting Person following this reported transaction, including previously reported phantom units with varying vesting terms.

The Reporting Person received 2,700 phantom units under the Plan on February 13, 2015. Such phantom units vested on February 13, 2018, as the Reporting Person remained employed during the three-year period. Each phantom unit represents the right to receive, upon vesting, one Common Unit representing limited partner interests the Partnership, along with tandem DERs. The phantom units expire upon settlement.

- (4) vesting, one Common Unit representing limited partner interests the Partnership, along with tandem DERs. The phantom units expire upon settlement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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