

Barker William E  
Form 4  
September 18, 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

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 \*  
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)  
09/14/2018

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	09/14/2018		M		9,443	A	\$ 17,968
Common Units representing limited partner interests	09/18/2018		S		9,444	D	\$ 12.4

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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  
(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 (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	(1)	09/14/2018		M	9,443 (3)	09/14/2018 09/14/2018	Common Units	9,443

## 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 09/18/2018

\*\*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 Hi-Crush Partners, LP (the "Partnership").
- (2) The sale reported on this Form 4 was effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person on August 3, 2018 and represents the number of Common Units sold by the Reporting Person to cover, in part, estimated tax withholding obligations in connection with the vesting of the phantom units for Common Units listed in Table II.
- (3) The Reporting Person is a participant in the Partnership's First Amended and Restated Long-Term Incentive Plan (the "Plan") and received 18,887 phantom units under the Plan on September 14, 2016. 50% of such phantom units vested on September 14, 2018, as the

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Reporting Person remained employed during the two-year period. 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. The phantom units expire upon settlement.

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

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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