Hi-Crush Partners LP Form SC 13G/A February 14, 2014

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

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)1

Hi-Crush Partners LP (Name of Issuer)

Common Units (Title of Class of Securities)

428337109 (CUSIP Number)

December 31, 2013 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- x Rule 13d-1(b)
- o Rule 13d-1(c)
- o Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

NAME OF REPORTING PERSON

CUSIP NO. 428337109

1	NAME OF REFORTING LEASON			
2	Raging Capital Master Fund, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o			
3	GROUP (b) o SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
	CAYMAN ISLANDS			
NUMBER OF SHARES		5	SOLE VOTING POWER	
BENEFICIALLY	•		- 0 -	
OWNED BY		6	SHARED VOTING POWER	
EACH				
REPORTING		_	- 0 -	
PERSON WITH		7	SOLE DISPOSITIVE POWER	
			- 0 -	
		8	SHARED DISPOSITIVE POWE	R
			- 0 -	
9	AGGREGATE	AMOUNT BEN	EFICIALLY OWNED BY EACH	REPORTING PERSON
	0			
10	- 0 -			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
	EACLUDES CERTAIN SHARES			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	0%			
12	TYPE OF REP	ORTING PERSC	ON	
	CO			
2				

NAME OF REPORTING PERSON

CUSIP NO. 428337109

1	THINE OF REFORM OF ERSON			
2	Raging Capital Management, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o (b) o			
3	GROUP (b) o SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
NUMBER OF	DELAWARE	5	SOLE VOTING POWER	
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	- 0 - SHARED VOTING POWER	
		7	- 0 - SOLE DISPOSITIVE POWER	
		8	- 0 - SHARED DISPOSITIVE POWE	R
9	AGGREGATE	AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON
10	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) "EXCLUDES CERTAIN SHARES			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
12	0% TYPE OF REPORTING PERSON			
	IA			
2				

CUSIP NO. 428337109

1	NAME OF REPORTING PERSON			
2	William C. Martin CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	USA	5	SOLE VOTING POWER	
		6	- 0 - SHARED VOTING POWER	
		7	- 0 - SOLE DISPOSITIVE POWER	
		8	- 0 - SHARED DISPOSITIVE POWE	R
9	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
10	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) "EXCLUDES CERTAIN SHARES			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
12	0% TYPE OF REPORTING PERSON			
	IN			
4				

CUSIP NO. 428337109	
Item 1(a).	Name of Issuer:
Hi-Crush Partners LP	
Item 1(b).	Address of Issuer's Principal Executive Offices:
Three Riverway, Suite 1550 Houston, Texas 77056	
Item 2(a).	Name of Person Filing:
Raging Capital Managemen	ing Capital Master Fund, Ltd., a Cayman Islands exempted company ("Raging Master" t, LLC, a Delaware limited liability company ("Raging Capital"), and William C is referred to as a "Reporting Person" and collectively as the "Reporting Persons."
Raging Capital is the Investme Officer and Managing Member	ent Manager of Raging Master. William C. Martin is the Chairman, Chief Investment r of Raging Capital.
Item 2(b).	Address of Principal Business Office or, if none, Residence:
228, Rocky Hill, New Jersey 0	s of each of Raging Capital and William C. Martin is Ten Princeton Avenue, PO Box 18553. The principal business address of Raging Master is c/o Ogier Fiduciary Services Way, Camana Bay, Grand Cayman KY 1-9007, Cayman Islands.
Item 2(c).	Citizenship:
	der the laws of the Cayman Islands. Raging Capital is organized under the laws of the Martin is a citizen of the United States of America.
Item 2(d).	Title of Class of Securities:
Common Units (the "Units").	
Item 2(e).	CUSIP Number:
428337109	
Item 3. If this statement is file filing is a:	d pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person
	/ / Not Applicable
(a) / /	Broker or dealer registered under Section 15 of the Act (15 U.S.C. 780).
(b) / /	Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
(c) //	Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)/ /Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

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(e)	/X/	Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).
(f) //	Employee be	enefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).
(g) / /	Parent holding	ng company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).
(h) / / Sav	ings association	as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
		luded from the definition of an investment company under Section 3(c)(14) of the t (15 U.S.C. 80a-3).
(j)	//	Non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).
(1	() /	/ Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).
Item 4.		Ownership.
As of Decembe	r 31, 2013, the I	Reporting Persons no longer beneficially owned any securities of the Issuer.
Item 5.		Ownership of Five Percent or Less of a Class.
		to report the fact that as of the date hereof the reporting person has ceased to be the five percent of the class of securities, check the following [X].
Item 6.	Ow	nership of More than Five Percent on Behalf of Another Person.
Not Applicable		
		sification of the Subsidiary Which Acquired the Security Being Reported on by the y or Control Person.
Not Applicable		
Item 8.		Identification and Classification of Members of the Group.
See Exhibit 99 on January 22,		le 13G filed by the Reporting Persons with the Securities and Exchange Commission
Item 9.		Notice of Dissolution of Group.
Not Applicable		
Item 10.		Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 428337109

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014 Raging Capital Master Fund, Ltd.

By: Raging Capital Management, LLC

Investment Manager

By: /s/ Frederick C. Wasch

Name: Frederick C. Wasch Title: Chief Financial Officer

Raging Capital Management, LLC

By: /s/ Frederick C. Wasch

Name: Frederick C. Wasch Title: Chief Financial Officer

/s/ Frederick C. Wasch

Frederick C. Wasch as attorney-in-fact for William C.

Martin