

Liuzzi Matthew C
Form 4
April 17, 2018

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 *
Liuzzi Matthew C

2. Issuer Name and Ticker or Trading Symbol
USA Compression Partners, LP
[USAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/13/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
See Remarks

C/O USA COMPRESSION PARTNERS, LP, 100 CONGRESS AVENUE, SUITE 450

(Street)

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

AUSTIN, TX 78701

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Units	04/13/2018		M	22,718	A (1) (2)	110,766 (3)	D
Common Units	04/13/2018		M	8,168	A (1) (2)	118,934 (3)	D
Common Units	04/13/2018		M	8,639	A (1) (2)	127,573 (3)	D
Common Units	04/13/2018		D	11,359	D \$ 16.93	116,214 (3)	D
	04/13/2018		D	4,084	D	112,130 (3)	D

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 is the economic equivalent of one common unit of USA Compression Partners, LP.
- (2) The Reporting Person settled approximately 50% of his newly vested phantom units for cash and the rest for common units.
- (3) Includes common units acquired under the USA Compression Partners, LP Distribution Reinvestment Plan.

The phantom units were set to vest on the third anniversary of the date of grant, with the number of phantom units that vest on such third anniversary to range between 0% and 200% of the reported number of phantom units generally depending on the Issuer's achievement of certain objective, performance-based criteria during the three years prior to the vesting date. In accordance with the terms of the USA Compression Partners, LP 2013 Long-Term Incentive Plan, the vesting of the phantom units was accelerated in connection with the Issuer's change in control transaction and vested at 100% of the reported number of phantom units which settled on April 13, 2018.
- (4)

Remarks:

The Reporting Person is the Vice President, Chief Financial Officer and Treasurer of USA Compression GP, LLC, the general

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.