

Emerge Energy Services LP  
Form SC 13G  
February 14, 2014

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

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**SCHEDULE 13G**

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant

to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed

Pursuant to § 240.13d-2

**Under the Securities Exchange Act of 1934**

**EMERGE ENERGY SERVICES LP**

(Name of Issuer)

**COMMON UNITS REPRESENTING LIMITED PARTNER INTERESTS**

(Title of Class of Securities)

**29102H 108**

(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:

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

\*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.

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).



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**SCHEDULE 13G**

- |  |   |  |
|--|---|--|
| 1  | Names of Reporting Persons<br>Insight Equity Management Company LLC   |  |
| 2  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input type="radio"/> |  |
| 3  | SEC Use Only  |  |
| 4  | Citizenship or Place of Organization<br>Delaware  |  |
|  | 5   | Sole Voting Power                      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6   | Shared Voting Power<br>10,416,341      |
|  | 7   | Sole Dispositive Power                 |
|  | 8   | Shared Dispositive Power<br>10,416,341 |
| 9  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>10,416,341  |  |
| 10   | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>                 |  |
| 11   | Percent of Class Represented by Amount in Row (9)<br>44.9%  |  |
| 12   | Type of Reporting Person (See Instructions)<br>OO (limited liability company)   |  |

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**SCHEDULE 13G**

- 1 Names of Reporting Persons  
Insight Equity I GP LP
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
- 3 SEC Use Only
- 4 Citizenship or Place of Organization  
Delaware
- 5 Sole Voting Power
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:
- 6 Shared Voting Power  
10,416,341
- 7 Sole Dispositive Power
- 8 Shared Dispositive Power  
10,416,341
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person  
10,416,341
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
- 11 Percent of Class Represented by Amount in Row (9)  
44.9%
- 12 Type of Reporting Person (See Instructions)  
PN

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**SCHEDULE 13G**

|  |   |   |
|--|---|---|
| 1  | Names of Reporting Persons<br>Ted W. Beneski  |   |
| 2  | Check the Appropriate Box if a Member of a Group (See Instructions)   |   |
|  | (a) <input type="radio"/>   |   |
|  | (b) <input type="radio"/>   |   |
| 3  | SEC Use Only  |   |
| 4  | Citizenship or Place of Organization<br>United States   |   |
|  | 5   | Sole Voting Power<br>798,768 (1)          |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6   | Shared Voting Power<br>10,416,341(1)      |
|  | 7   | Sole Dispositive Power<br>798,768 (1)     |
|  | 8   | Shared Dispositive Power<br>10,416,341(1) |
| 9  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>11,215,109 (1)                                |   |
| 10   | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |   |
| 11   | Percent of Class Represented by Amount in Row (9)<br>48.3%  |   |
| 12   | Type of Reporting Person (See Instructions)<br>IN   |   |

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(1) Represents 798,768 common units representing limited partner interests ( Common Units ) held directly by Mr. Beneski and 10,416,341 common units beneficially owned Insight Equity and Insight GP. Mr. Beneski and Victor L. Vescovo are the controlling equity owners of Insight Equity and Insight GP. Messrs. Beneski and Vescovo, by virtue of being controlling equity owners of Insight Equity and Insight GP, may be deemed to indirectly beneficially own the securities held by each of Insight Equity and Insight GP.

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**SCHEDULE 13G**

|  |   |   |
|--|---|---|
| 1  | Names of Reporting Persons<br>Victor L. Vescovo   |   |
| 2  | Check the Appropriate Box if a Member of a Group (See Instructions)   |   |
|  | (a) <input type="radio"/>   |   |
|  | (b) <input type="radio"/>   |   |
| 3  | SEC Use Only  |   |
| 4  | Citizenship or Place of Organization<br>United States   |   |
|  | 5   | Sole Voting Power<br>129,752(1)           |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6   | Shared Voting Power<br>10,546,341(1)      |
|  | 7   | Sole Dispositive Power<br>129,752(1)      |
|  | 8   | Shared Dispositive Power<br>10,546,341(1) |
| 9  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>10,546,093(1)                                 |   |
| 10   | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |   |
| 11   | Percent of Class Represented by Amount in Row (9)<br>45.4%  |   |
| 12   | Type of Reporting Person (See Instructions)<br>IN   |   |

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(1) Represents 129,752 common units representing limited partner interests ( Common Units ) held directly by Mr. Vescovo and 10,546,341 common units beneficially owned Insight Equity and Insight GP. Ted W. Beneski and Mr. Vescovo are the controlling equity owners of Insight Equity and Insight GP. Messrs. Beneski and Vescovo, by virtue of being controlling equity owners of Insight Equity and Insight GP, may be deemed to indirectly beneficially own the securities held by each of Insight Equity and Insight GP.

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**SCHEDULE 13G**

**Item 1(a).**

Name of Issuer:

Emerge Energy Services LP

**Item 1(b).**

Address of Issuer's Principal Executive Offices:

1400 CIVIC PLACE, SUITE 250

SOUTHLAKE, TEXAS 76092

**Item 2(a).**

Name of Person(s) Filing:

Insight Equity Management Company LLC

( Insight Equity )

Insight Equity GP I, LP

( Insight GP )

Ted W. Beneski

( Mr. Beneski )

Victor L. Vescovo

( Mr. Vescovo )

**Item 2(b).**

Address of Principal Business Office or, if none, Residence:

Principal business office for Insight Equity, Insight GP, and each of Messrs. Beneski and Vescovo:

1400 CIVIC PLACE, SUITE 250

SOUTHLAKE, TEXAS 76092

**Item 2(c).**

Citizenship or Place of Organization:

Insight Equity Management Company LLC

Delaware

Insight Equity GP I, LP

Delaware

Ted W. Beneski

United States

Victor L. Vescovo

United States

**Item 2(d).**

Title of Class of Securities:

Common units representing limited partner interests

**Item 2(e).**

CUSIP Number:

29102H 108

**Item 3.**

**If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**  
Not applicable.

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**SCHEDULE 13G**

**Item 4. Ownership:**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

|   | <b>Insight Equity<br/>and<br/>Insight GP</b> | <b>Mr. Beneski</b> | <b>Mr. Vescovo</b> |
|---|--|--------------------|--------------------|
| (a) Amount beneficially owned:                                | 10,416,341(1),(2)                            | 11,215,109(2),(4)  | 10,546,093(2),(5)  |
| (b) Percent of class:   | 44.9% (3)                                    | 48.3% (3)          | 45.4% (3)          |
| (c) Number of shares as to which such person has:             |  |                    |                    |
| (i) Sole power to vote or to direct the vote:                 |  | 798,768            | 129,752            |
| (ii) Shared power to vote or to direct the vote:              | 10,416,341(1),(2)                            | 10,416,341(2)      | 10,416,341(2)      |
| (iii) Sole power to dispose or to direct the disposition of:  |  | 798,768            | 129,752            |
| (iv) Shared power to dispose or to direct the disposition of: | 10,416,341(1),(2)                            | 10,416,341(2)      | 10,416,341(2)      |

(1) Represents the common units representing limited partner interests ( Common Units ) held by Insight Equity I LP, a Delaware limited partnership, and related investment vehicles (collectively, Insight Fund I ). Insight Equity Management Company LLC, as the investment manager to Insight Fund I, and Insight Equity GP I, LP, as the general partner of Insight Fund I, have the shared power to vote and dispose of the Common Units held by Insight Fund I.

(2) Messrs. Beneski and Vescovo are the controlling equity owners of Insight Equity and Insight GP. Messrs. Beneski and Vescovo, by virtue of being controlling equity owners of Insight Equity, may be deemed to indirectly beneficially own the securities held by each of Insight Equity and Insight GP.

(3) Based upon 23,219,680 Common Units outstanding as of November 14, 2013, as reported in the Issuer's most recent Form 10-Q filed on the same date.

(4) Represents 798,768 common units representing limited partner interests held directly by Mr. Beneski and 10,416,341 common units held by Insight Fund I.

(5) Represents 129,752 common units representing limited partner interests held directly by Mr. Vescovo and 10,416,341 common units held by Insight Fund I.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:  Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:**

Not applicable.



**Item 8.**  
Not applicable.

**Identification and Classification of Members of the Group:**

**Item 9.**  
Not applicable.

**Notice of Dissolution of Group:**

**Item 10.**  
Not applicable.

**Certification:**

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

**Insight Equity Management Company LLC**  
a Delaware limited liability company

By: /s/ Ted W. Beneski  
Authorized Signatory

**Insight Equity I GP, LP**  
a Delaware limited partnership

By: /s/ Ted W. Beneski  
Authorized Signatory

**Ted W. Beneski**

By: /s/ Ted W. Beneski  
Ted W. Beneski

**Victor L. Vescovo**

By: /s/ Victor L. Vescovo  
Victor L. Vescovo

**JOINT FILING AGREEMENT**

In accordance with Rule 13(d)-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other of the attached statement on Schedule 13G and to all amendments to such statement.

IN WITNESS WHEREOF, the undersigned hereby executed this Agreement as of February 14, 2014.

Dated: February 14, 2014

**Insight Equity Management Company LLC**  
a Delaware limited liability company

By: /s/ Ted W. Beneski  
Authorized Signatory

**Insight Equity I GP, LP**  
a Delaware limited partnership

By: /s/ Ted W. Beneski  
Authorized Signatory

**Ted W. Beneski**

By: /s/ Ted W. Beneski  
Ted W. Beneski

**Victor L. Vescovo**

By: /s/ Victor L. Vescovo  
Victor L. Vescovo

