STONEMOR PARTNERS LP
Form 4
August 18, 2014

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HELLMAN ROBERT B JR

(Last) (First) (Middle)

950 TOWER LANE, SUITE 800

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
STONEMOR PARTNERS LP [STON]

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common units representing limited partner interests	08/14/2014		A		57,062 (1)	A	$ 24.12 (1)	2,313,009	I	By American Cemeteries Infrastructure Investors, LLC (2)
Common units representing limited partner interests	08/15/2014		S(3)		26,000	D	$ 24.49 (4)	2,287,009	I	By American Cemeteries Infrastructure Investors, LLC (2)

Common units representing limited partner interests	08/18/2014		S[3]	15,000	D	$ 24.65 [5]	2,272,009	I	By American Cemeteries Infrastructure Investors, LLC [2]
Common units representing limited partner interests							15,911	D	

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

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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 Acquired (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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELLMAN ROBERT B JR 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404	X			

Signatures

/s/ Robert B. Hellman Jr.	08/18/2014
**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) On August 14, 2014, StoneMor Partners L.P. (the "Company") issued 57,062 common units representing limited partner interests ("common units") in the Company to American Cemeteries Infrastructure Investors, LLC ("ACII") in lieu of cash distributions of $0.61 per common unit on 2,255,947 common units held by ACII. The number of common units issued in lieu of cash distributions was calculated based on the quotient of (A) the amount of the quarterly distribution paid on the outstanding common units by (B) the volume-weighted average price of the common units for the thirty (30) trading days immediately preceding July 25, 2014, the date on which Company declared a quarterly distribution with respect to the common units, which was $24.1162.

(2) ACII is managed by its manager, AIM Universal Holdings, LLC ("AUH"), and is owned by its members: American Infrastructure MLP Fund II, L.P. ("AIM II"), American Infrastructure MLP Founders Fund II, L.P. ("AIM FF II") and AIM II Delaware StoneMor, Inc. ("AIM II StoneMor"). AIM II StoneMor is owned by American Infrastructure MLP Management II, L.L.C. ("AIM Management II") and AIM II Offshore, L.P. ("AIM II Offshore"). AIM Management II is the general partner of AIM II, AIM FFII and AIM II Offshore. The Reporting Person is a managing member of AIM Management II, the president of AIM II StoneMor and a member of AUH. The Reporting Person shares the power to vote or dispose of these units and therefore may be deemed to have voting and investment power with respect to such units. The Reporting Person disclaims beneficial ownership of the common units except to the extent of his pecuniary interest therein.

(3) ACII's sales of common units reported herein were matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended, to the extent of the Reporting Person's pecuniary interest therein, with the Reporting Person's purchases, pursuant to a Rule 10b5-1 plan adopted on November 11, 2013, of common units at prices ranging between $23.81 and $24.24 on May 1, 2014 and June 2, 2014. The Reporting Person has agreed to pay to the Company, upon settlement of the sales reported herein, the profit realized by the Reporting Person in connection with the short-swing transaction, less transaction costs.

(4) The price reported in Column 4 is a weighted average price. The common units were purchased in multiple transactions at prices ranging from $24.24 - $24.62, inclusive. The Reporting Person undertakes to provide to the Company, any holder of common units, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units sold at each separate price within the range set forth in this footnote (4) to this Form 4.

(5) The price reported in Column 4 is a weighted average price. The common units were purchased in multiple transactions at prices ranging from $24.57 - $24.72, inclusive. The Reporting Person undertakes to provide to the Company, any holder of common units, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units sold at each separate price within the range set forth in this footnote (5) to this Form 4.

Remarks:

The filing of this statement shall not be construed as an admission (a) that the person filing this statement is, for the purposes o

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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