

STONEMOR PARTNERS LP

Form 4

January 04, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAUTMAN MARTIN R

(Last) (First) (Middle)

C/O STONEMOR PARTNERS
L.P., 3600 HORIZON
BOULEVARD

(Street)

TREVOSE, PA 19053

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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. 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)
Common units representing limited partner interests	12/30/2016		A	5,642 (1)	A \$ 5,642 (1) 8.57	I	By StoneMor GP Holdings LLC (2) (3)
Common units representing limited	01/03/2017		P(4)	554	A \$ 137,665 8.95 (5)	D	

partner
interests

Common
units
representing
limited
partner
interests

3,500

I

By Spouse

Common
units
representing
limited
partner
interests

2,000

I

By J.
Lautman
Trust ⁽⁶⁾

Common
units
representing
limited
partner
interests

2,000

I

By P.
Lautman
Trust ⁽⁶⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Preemptive right (right to purchase) (7)	\$ 8.57 (7)	12/30/2016		A		11,285 (8)		12/30/2016	01/19/2017	Common units representing limited partner interests	11 (

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAUTMAN MARTIN R C/O STONEMOR PARTNERS L.P. 3600 HORIZON BOULEVARD TREVOSE, PA 19053	X			

Signatures

/s/ Shirley Herman,
Attorney-in-Fact

01/04/2017

__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) Represents the proportionate interest of the Reporting Person in 2,332,878 common units of StoneMor Partners, L.P. (the "Partnership") issued and sold to StoneMor GP Holdings LLC ("GP Holdings") by the Partnership, which purchase was funded by the purchase of common units of GP Holdings (the "GP Holdings Units") by a trust for the pecuniary benefit of American Cemeteries Infrastructure Investors, LLC ("ACII") (collectively, the "Transaction").

(2) The Reporting Person is a member of GP Holdings.

(3) The Reporting Person disclaims beneficial ownership of the common units except to the extent of his pecuniary interest therein.

(4) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 16, 2016.

(5) The price reported in Column 4 is a weighted average price. The common units were purchased in multiple transactions at prices ranging from \$8.95-8.98 inclusive. The reporting person undertakes to provide to StoneMor Partners L.P., any holder of common units of StoneMor Partners L.P., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the range set forth in this footnote (5) to this Form 4.

(6) These common units are held in a trust for the benefit of the reporting person's child. The reporting person's spouse is trustee of the trust.

(7) Each of the remaining members of GP Holdings has a preemptive right to purchase from ACII their respective pro rata share of the GP Holdings Units purchased by ACII in the Transaction, based on their respective ownership interests in GP Holdings prior to the Transaction. The purchase price of such GP Holdings Units upon exercise of the preemptive rights is the same purchase price paid for the GP Holdings Units by ACII in the Transaction (which translates to a price of \$8.57 per underlying common unit of the Partnership).

(8) Represents the Reporting Persons's proportionate interest in the aggregate number of common units underlying the preemptive rights. If all holders of preemptive rights exercise their preemptive rights in full, the Reporting Persons's proportionate interest in the 2,332,878 common units held by GP Holdings will be 16,927 common units. If not all of the holders exercise their preemptive right, the remaining holders may purchase an over-allotment amount on a relative pro rata basis of those holders desiring an over-allotment amount.

Remarks:

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

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.