Hi-Crush Partners LP Form 4 August 19, 2015

## FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue.

See Instruction

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

1(b).

(Last)

representing

limited

partner interests

(Print or Type Responses)

1. Name and Address of Reporting Person \*\* Rasmus Robert E.

2. Issuer Name **and** Ticker or Trading Symbol

Hi-Crush Partners LP [HCLP]

5. Relationship of Reporting Person(s) to Issuer

suci

3. Date of Earliest Transaction

\_\_X\_\_ Director \_\_\_\_\_ 10% Owner

(Check all applicable)

THREE RIVERWAY, SUITE 1550

(Street)

(First)

(Month/Day/Year) 08/17/2015

\_\_X\_ Officer (give title \_\_\_\_ Other (specify below)

Co-CEO and Director

(Middle)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

30,000

I

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

Person

HOUSTON, TX 77056

(City)	(State) (Zi	p) Table l	I - Non-De	rivative Se	curitie	es Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	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	08/17/2015		Р	28,089		\$	28,189	D	
Common Units									See

Footnote

(2)

#### Edgar Filing: Hi-Crush Partners LP - Form 4

Common Units

representing limited

partner interests

500

See Footnote

I

(3)

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

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SEC 1474 (9-02)

9. Nu

Deriv

Secu

Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exercisable and	7. Title and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)
	Derivative				Securities	3	(Instr. 3 and 4)	
	Security				Acquired			
					(A) or			
					Disposed			
					of (D)			
					(Instr. 3,			
					4, and 5)			
							Amount	
							or	

Date Expiration or Title Number of Shares

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rasmus Robert E.

THREE RIVERWAY X Co-CEO and Director

HOUSTON, TX 77056

**Signatures** 

/s/ Mark C. Skolos, as Attorney-In-Fact for Robert E.
Rasmus 08/19/2015

\*\*Signature of Reporting Person Date

Reporting Owners 2

### **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).
  - The price reported in Column 4 is a weighted average price. These units were purchased in multiple transactions at prices ranging from \$15.22 to \$15.75, inclusive. The Reporting Person undertakes to provide Hi-Crush Partners LP, any security holder of Hi-Crush Partners
- LP, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of units purchased at each separate price within the range.
- (2) The Common Units were purchased by RER Investments LLC. The Reporting Person is the sole member of RER Investments LLC.
- The Common Units were purchased by the Reporting Person's son for his own account in a Direct Unit Program. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the
- (3) disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.

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.