

Owens George Tracy  
 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 \*  
 Owens George Tracy

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 Ownership (Instr. 4)
				(A) or (D)	Amount	Price			
Common Units	04/13/2018		M		1,115	A	1,115	D	
Common Units	04/13/2018		M		1,240	A	2,355	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 Underlying Security (Instr. 3 and 4)
Phantom Units	(1)	04/13/2018		M	1,115	(2) (2)	Common Units	1,115
Phantom Units	(1)	04/13/2018		M	1,240	(2) (2)	Common Units	1,240

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Owens George Tracy C/O USA COMPRESSION PARTNERS, LP 100 CONGRESS AVENUE, SUITE 450 AUSTIN, TX 78701				See Remarks

**Signatures**

/s/ G. Tracy  
Owens 04/17/2018

\*\*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) Each phantom unit is the economic equivalent of one common unit of USA Compression Partners, LP.  
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.

**Remarks:**

The Reporting Person is the Vice President of Finance and Chief Accounting Officer of USA Compression GP, LLC, the general partner of USA Compression Partners, LP.

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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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