

Alliance GP, LLC
Form 4
June 04, 2018

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 *
Alliance GP, LLC

2. Issuer Name **and** Ticker or Trading
Symbol
ALLIANCE RESOURCE
PARTNERS LP [ARLP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1717 SOUTH BOULDER
AVENUE, SUITE 400

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2018

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

(Street)
TULSA, OK 74119

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

(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)
Common Unit	05/31/2018		D	87,188,338 (1) (2)	D (4) 0 (3)	D	

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

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information contained in this form are not
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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)

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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 Own Follo Repor 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
Alliance GP, LLC 1717 SOUTH BOULDER AVENUE SUITE 400 TULSA, OK 74119	X	X		

Signatures

/s/ Alliance GP, LLC by Kenneth Hemm, pursuant to power of attorney dated August 1, 2017

06/04/2018

____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) Alliance Holdings GP, L.P. ("AHGP"), Alliance Resource Partners, L.P. ("ARLP"), MGP II, LLC ("MGP II") and Alliance GP, LLC ("AGP"), among others, are parties to the Simplification Agreement, dated February 22, 2018 (the "Simplification Agreement").

Prior to the completion of the transactions contemplated by the Simplification Agreement, AGP was the general partner of AHGP.

(2) ARLP (the "ARLP Common Units") and (ii) MGP II directly owned 56,100,000 ARLP Common Units, AGP reported pecuniary interest in 87,188,338 ARLP Common Units held by AHGP and MGP. AGP expressly disclaimed beneficial ownership of the ARLP Common Units held by AHGP and MGP II except to the extent of its pecuniary interest therein.

(3) Pursuant to the Simplification Agreement, AGP is no longer the general partner of AHGP.

(4) Pursuant to the Simplification Agreement, all common units representing limited partner interests in AHGP (the "AHGP Common Units") were canceled and converted into the right to receive all of the ARLP Common Units held by AHGP and its subsidiaries. Based on a formula calculated pursuant to the Simplification Agreement, the exchange ratio was 1.478181161 ARLP Common Units for each AHGP Common Unit.

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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