

USA Compression Holdings, LLC
 Form 4
 June 18, 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 *
 USA Compression Holdings, LLC

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)
 06/15/2018

____ Director
 ____ Officer (give title below) Other (specify below)
 Former 10% Owner

712 FIFTH AVENUE, 36TH FLOOR

(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

NEW YORK, NY 10019

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Units | 06/15/2018 | | S | | 5,000,000 | D | \$ 16 |
| | | | | | 7,625,284 | D | (1) (2) |

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

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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 Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| USA Compression Holdings, LLC 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019 | | | | Former 10% Owner |
| R/C IV USACP Holdings, L.P. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019 | | | | Former 10% Owner |
| Riverstone/Carlyle Energy Partners IV, L.P. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019 | | | | Former 10% Owner |
| R/C Energy GP IV, LLC 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019 | | | | Former 10% Owner |

Signatures

| | |
|--|------------|
| /s/ Peter Haskopoulos, Chief Financial Officer and Treasurer, USA Compression Holdings, LLC | 06/18/2018 |
| **Signature of Reporting Person | Date |
| /s/ Peter Haskopoulos, R/C Energy GP IV, LLC, in its individual capacity and its capacity as general partner of Riverstone/Carlyle Energy Partners IV, L.P., in its individual capacity and its capacity as general partner of R/C IV USACP Holdings, L.P. | 06/18/2018 |
| **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).
- This Form 4 is filed jointly by USA Compression Holdings, LLC ("USAC Holdings"), R/C IV USACP Holdings, L.P. ("R/C IV"),
- (1) Riverstone/Carlyle Energy Partners IV, L.P., the general partner of R/C IV ("R/C EP IV"), and R/C Energy GP IV, LLC, the general partner of R/C EP IV.

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- R/C IV owns 97.6% of the limited liability company interests of USAC Holdings and is entitled to elect a majority of the members of the
- (2) board of managers of USAC Holdings. Accordingly, R/C IV may be deemed to indirectly beneficially own the common units owned by USAC Holdings, but disclaims beneficial ownership except to the extent of its pecuniary interest therein.

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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