

CEDAR FAIR L P
 Form 144
 February 24, 2016

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

SEC USE ONLY
 DOCUMENT SEQUENCE NO.

CUSIP NUMBER

WORK LOCATION

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES

PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker*

1(a) NAME OF ISSUER (Please type or print)

Cedar Fair, L.P.

(b) IRS IDENT. NO.

34-1560655

(c) S.E.C. FILE NO.

001-09444

1(d) ADDRESS OF ISSUER
ONE CEDAR POINT DRIVE

STREET

CITY
SANDUSKY

STATE
OH

ZIP CODE
44870

(e) TELEPHONE NO.
 AREA CODE NUMBER
419 627-2173

NAME OF PERSON FOR WHOSE ACCOUNT
 THE SECURITIES ARE TO BE SOLD

(b) RELATIONSHIP TO
 ISSUER

(d) ADDRESS

STREET

CITY

STATE

ZIP

S. Semmelroth

Officer

**ONE CEDAR
 POINT
 DRIVE**

SANDUSKY

OH

44870

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

| 3(a) Title of the | (b) Class of Name and Address of Each Broker-Dealer or Market or Other Units | SEC USE ONLY 3(c) File Number | (d) Number of Shares | (e) Aggregated | (f) Number of Shares | (f) Approximate Date of Sale | (g) Name of Each Securities Exchange |
|--|---|--|---|--|--|--------------------------------------|---|
| Units of L.P. Interest To Be Sold to be Offered or Each Market the Securities are Maker who is Acquiring the Securities | American Stock Transfer 62501 15th Avenue Brooklyn, NY 11219 | | 5,350 To Be Sold <i>(See instr. 3(c))</i> | \$304,308 <i>(See instr. 3(d))</i> | 6,031,776 <i>(See instr. 3(e))</i> | 02-22-16 (MO. DAY YR.) | NYSE <i>(See instr. 3(g))</i> |

INSTRUCTIONS:

1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code

(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer

(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

**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 control number.

SEC 1147 (08-07)

TABLE I SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of Class | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i> | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|----------------------|-------------------|---|--|-------------------------------|-----------------|-----------------------------|
| Units of L.P. | 02/20/15 | Units earned through equity compensation | Cedar Fair, L.P. | 5,792 | 02/2015 | Form of compensation |

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|--|--|--------------|---------------------------|----------------|
| Kelley S. Semmelroth One Cedar Point Drive Sandusky, OH 44870 | Units of Limited Partner Interest | NONE | NONE | NONE |

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date

February 22, 2016

/s/ Kelley S. Semmelworth

DATE OF NOTICE

(SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF
INSTRUCTION,

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

IF RELYING ON RULE 10B5-1

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

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SEC 1147
(02-08)