

Sprague Resources LP
Form 4
December 11, 2014

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 *
Sprague Resources Holdings LLC

(Last) (First) (Middle)
185 INTERNATIONAL DRIVE,

(Street)

PORTSMOUTH, NH 03801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Sprague Resources LP [SRLP]

3. Date of Earliest Transaction
(Month/Day/Year)
12/09/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)

Director by Deputization

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

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Units representing limited partner interests | 12/09/2014 | | J ⁽¹⁾ | | 462,408 | A | <u>(1)</u> |
| | | | | | 462,408 | I | See Footnotes (2) (3) (4) |
| Common Units representing limited partner interests | | | | | 1,571,970 | I | See Footnotes (2) (3) (4) |

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

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(9-02)

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 Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| Sprague Resources Holdings LLC 185 INTERNATIONAL DRIVE PORTSMOUTH, NH 03801 | | X | | Director by Deputization |
| JOHNSON ANTONIA C/O AXEL JOHNSON AB VILLAGANTAN 6, P.O. BOX 26008 STOLKHOLM, V7 SE-100 41 | | X | | |

Signatures

/s/ Paul A. Scoff, as Vice President, General Counsel, Chief Compliance Officer and Secretary of Sprague Resources Holdings LLC 12/11/2014

__Signature of Reporting Person Date

/s/ Paul A. Scoff, as attorney-in-fact for Antonia Ax:son Johnson 12/11/2014

__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)

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On December 9, 2014, Sprague International Properties LLC ("Sprague International"), a wholly owned subsidiary of Sprague Resources Holdings LLC ("Sprague Holdings"), and certain affiliates of the Issuer entered into a Purchase Agreement (the "Purchase Agreement"), and the Issuer and one of its subsidiaries entered into a Consideration Agreement (the "Consideration Agreement"). Pursuant to the Purchase Agreement and the Consideration Agreement, Sprague International sold its interests in Kildair Service Ltd. to a subsidiary of the Issuer, and the Issuer issued 462,408 common units to Sprague International.

- (2) This Form 4 is jointly filed by Sprague Holdings and Antonia Ax:son Johnson.

As of the date of this Form 4, Sprague International is a wholly owned subsidiary of Sprague Holdings and, as such, Sprague Holdings may be deemed to share beneficial ownership of the units beneficially owned by Sprague International, but disclaims such beneficial

- (3) ownership except to the extent of any pecuniary interest therein. Sprague Holdings is indirectly controlled by Antonia Ax:son Johnson and, as such, Antonia Ax:son Johnson may be deemed to share beneficial ownership of the units beneficially owned by Sprague Holdings, but disclaims such beneficial ownership except to the extent of any pecuniary interest therein.
- (4) Sprague Holdings has the right to appoint all of the directors of the Board of Directors of Sprague Resources GP LLC, the general partner of the Issuer. Therefore, each of Sprague Holdings and Antonia Ax:son Johnson may be deemed a director by deputization.

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.