

USA Compression Partners, LP  
 Form 4  
 May 21, 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 \*  
 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)  
 712 FIFTH AVENUE, 51ST FLOOR  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/19/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 See Remarks

NEW YORK, NY 10019

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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Units                    | 05/19/2014                           |  | S                              | V   | 737,000   | D  | \$ 25.59   |
|                                 |                                      |  |                                |   | 4,958,125   | (1)  | D (2) (3)  |

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 |           |         |       | Amount or Number of Shares |
|---|---------------|-----------|---------|-------|----------------------------|
|   | Director      | 10% Owner | Officer | Other |                            |
| USA Compression Holdings, LLC<br>712 FIFTH AVENUE, 51ST FLOOR<br>NEW YORK, NY 10019               | X             | X         |         |       | See Remarks                |
| USA Compression GP, LLC<br>712 FIFTH AVENUE, 51ST FLOOR<br>NEW YORK, NY 10019                     | X             | X         |         |       | See Remarks                |
| R/C IV USACP Holdings, L.P.<br>712 FIFTH AVENUE, 51ST FLOOR<br>NEW YORK, NY 10019                 | X             | X         |         |       | See Remarks                |
| Riverstone/Carlyle Energy Partners IV, L.P.<br>712 FIFTH AVENUE, 51ST FLOOR<br>NEW YORK, NY 10019 | X             | X         |         |       | See Remarks                |
| R/C Energy GP IV, LLC<br>712 FIFTH AVENUE, 51ST FLOOR<br>NEW YORK, NY 10019                       | X             | X         |         |       | See Remarks                |

## Signatures

/s/ J. Gregory Holloway, Vice President, Secretary and General Counsel, USA Compression Holdings, LLC 05/21/2014

\_\_Signature of Reporting Person Date

/s/ J. Gregory Holloway, Vice President, Secretary and General Counsel, USA Compression GP, LLC 05/21/2014

\_\_Signature of Reporting Person Date

/s/ Thomas J. Walker, R/C Energy GP IV, LLC, in its individ. capacity and in its capacity as general partner of Riverstone/Carlyle Energy Partners IV, L.P., in its individual capacity and in its capacity as general partner of R/C IV USACP Holdings, L.P. 05/21/2014

\_\_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) Includes common units acquired under USA Compression Partners, LP's (the "Issuer") Distribution Reinvestment Plan.  
This Form 4 is filed jointly by USA Compression Holdings, LLC ("USAC Holdings"), USA Compression GP, LLC (the "General Partner"), R/C IV USACP Holdings, L.P. ("R/C IV"), 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.
- (2) 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 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.
- (3)

### Remarks:

Each of the reporting persons may be deemed a "director by deputization" of the Issuer by virtue of the fact that all of the directors

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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