

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-01-14** | Period of Report: **2013-01-14**
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ISSUER

USA Compression Partners, LP

CIK: [1522727](#) | IRS No.: [752771546](#)
SIC: [4922](#) Natural gas transmission

Mailing Address
100 CONGRESS AVENUE
SUITE 450
AUSTIN TX 78701

Business Address
100 CONGRESS AVENUE
SUITE 450
AUSTIN TX 78701
512-473-2662

REPORTING OWNER

Riverstone/Carlyle Energy Partners IV, L.P.

CIK: [1534496](#) | State of Incorp.: [DE](#) | Fiscal Year End: [1231](#)
Type: [3](#) | Act: [34](#) | File No.: [001-35779](#) | Film No.: [13529135](#)

Mailing Address
C/O RIVERSTONE
HOLDINGS LLC
712 FIFTH AVENUE, 51ST
FLOOR
NEW YORK NY 10019

Business Address
C/O RIVERSTONE
HOLDINGS LLC
712 FIFTH AVENUE, 51ST
FLOOR
NEW YORK NY 10019
212-993-0076

R/C Energy GP IV, LLC

CIK: [1534523](#) | State of Incorp.: [DE](#) | Fiscal Year End: [1231](#)
Type: [3](#) | Act: [34](#) | File No.: [001-35779](#) | Film No.: [13529134](#)

Mailing Address
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HOLDINGS LLC
712 FIFTH AVENUE, 51ST
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NEW YORK NY 10019

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712 FIFTH AVENUE, 51ST
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212-993-0076

USA Compression Holdings, LLC

CIK: [1566419](#) | State of Incorp.: [DE](#) | Fiscal Year End: [1231](#)
Type: [3](#) | Act: [34](#) | File No.: [001-35779](#) | Film No.: [13529138](#)

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USA Compression GP, LLC

CIK: [1566504](#) | State of Incorp.: [DE](#) | Fiscal Year End: [1231](#)
Type: [3](#) | Act: [34](#) | File No.: [001-35779](#) | Film No.: [13529137](#)

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100 CONGRESS AVENUE,
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SUITE 450
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R/C IV USACP Holdings, L.P.

CIK:**1566676** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35779** | Film No.: **13529136**

Mailing Address
C/O 712 5TH AVENUE
NEW YORK NY 10019

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NEW YORK NY 10019
212-993-0095

FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
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INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person <u>USA Compression Holdings, LLC</u> (Last) (First) (Middle) <u>712 FIFTH AVENUE, 51ST FLOOR</u> (Street) <u>NEW YORK, NY 10019</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/14/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>USA Compression Partners, LP [USAC]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer (give title below) ___ Other (specify below)
		5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) ___ Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common units representing limited partner interests</u>	<u>4,048,588</u> ⁽⁴⁾ ⁽⁵⁾	<u>D</u> ⁽¹⁾ ⁽²⁾ ⁽³⁾	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Subordinated units representing limited partner interests</u>	<u>(6)</u>	<u>(6)</u>	<u>Common Units</u>	<u>14,048,588</u> ⁽⁴⁾	<u>\$ 0</u>	<u>D</u> ⁽¹⁾ ⁽²⁾ ⁽³⁾	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<u>USA Compression Holdings, LLC</u> <u>712 FIFTH AVENUE, 51ST FLOOR</u> <u>NEW YORK, NY 10019</u>		<u>X</u>		

USA Compression GP, LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
R/C IV USACP Holdings, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
Riverstone/Carlyle Energy Partners IV, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
R/C Energy GP IV, LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		

Explanation of Responses:

1. This Form 3 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. As of January 14, 2013, USAC Holdings owns all of the limited partner interests of USA Compression Partners, LP (the "Issuer"). The General Partner owns all of the general partner interests of the Issuer and USAC Holdings owns all of the membership interests in the General Partner. Accordingly, USAC Holdings may be deemed to indirectly beneficially own the securities of the Issuer held by the General Partner, but disclaims beneficial ownership except to the extent of its pecuniary interest therein.
3. As of January 14, 2013, 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 and subordinated units owned by USAC Holdings, but disclaims beneficial ownership except to the extent of its pecuniary interest therein.
4. As described in the Issuer's Registration Statement on Form S-1 (No. 333-174803) (as amended, the "Registration Statement"), immediately prior to and contingent upon the closing of the initial public offering of the Issuer (the "Offering"), USAC Holdings' limited partner interest will automatically convert into 4,642,408 common units and 14,048,588 subordinated units and the General Partner's general partner interest will automatically convert into a general partner interest equal to a 0% percentage interest in the Issuer. In addition, USAC Holdings will contribute 593,820 common units to the General Partner, which will contribute such units to the Issuer in exchange for a general partner interest equal to a 2% percentage interest in the Issuer and the incentive distribution rights of the Issuer.
5. In connection with the closing of the initial public offering of the Issuer, the General Partner will own approximately 593,820 general partner units, representing a 2.0% general partner interest in the Issuer.
6. Each subordinated unit will convert into one common unit at the end of the subordination period as described in the Registration Statement.

Signatures

/s/ J. Gregory Holloway, Vice President, Secretary and General Counsel, USA Compression Holdings, LLC	<u>01/14/2013</u>
/s/ J. Gregory Holloway, Vice President, Secretary and General Counsel, USA Compression GP, LLC	<u>01/14/2013</u>
/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.	<u>01/14/2013</u>
** Signature of Reporting Person	Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.