

SECURITIES AND EXCHANGE COMMISSION

FORM 3

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

Holloway J Gregory

CIK: **1566420**

Type: **3** | Act: **34** | File No.: **001-35779** | Film No.: **13529146**

Mailing Address
*100 CONGRESS AVENUE
SUITE 450
AUSTIN TX 78701*

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*

FORM 3

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

OMB APPROVAL	
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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>Holloway J Gregory</u> (Last) (First) (Middle) C/O USA COMPRESSION PARTNERS, LP, 100 CONGRESS AVENUE, SUITE 450 (Street) AUSTIN, TX 78701 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/ Year) 01/14/2013	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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) See Remarks	5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input 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)
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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			

Remarks:

The Reporting Person is the Vice President, General Counsel and Secretary of USA Compression GP, LLC, the general partner of the Issuer (the "General Partner"). The Issuer is managed by the directors and executive officers of the General Partner.

Signatures

/s/ J. Gregory Holloway

** Signature of Reporting Person

01/14/2013

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.