

SECURITIES AND EXCHANGE COMMISSION

FORM 3/A

[amend]

Filing Date: **2013-05-16** | Period of Report: **2013-05-08**
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REPORTING OWNER

BENESKI TED W

CIK: **1576878**

Type: **3/A** | Act: **34** | File No.: **001-35912** | Film No.: **13852869**

Mailing Address
C/O EMERGE ENERGY
SERVICES LP
1400 CIVIC PLACE, SUITE
250
SOUTHLAKE TX 76092

ISSUER

Emerge Energy Services LP

CIK: **1555177** | IRS No.: **900832937** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **1389** Oil & gas field services, nec

Mailing Address
1400 CIVIC PLACE
SUITE 250
SOUTHLAKE TX 76092

Business Address
1400 CIVIC PLACE
SUITE 250
SOUTHLAKE TX 76092
817-488-7775

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 BENESKI TED W (Last) (First) (Middle) C/O EMERGE ENERGY SERVICES LP, 1400 CIVIC PLACE, SUITE 250 (Street) SOUTHLAKE, TX 76092 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/08/2013	3. Issuer Name and Ticker or Trading Symbol Emerge Energy Services LP [EMES]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) SEE REMARKS	5. If Amendment, Date Original Filed (Month/Day/Year) 05/14/2013
		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)
COMMON UNITS	774,248 ⁽¹⁾ ⁽³⁾	D	
COMMON UNITS	9,801,869 ⁽²⁾ ⁽³⁾	I	BY LLC ⁽²⁾

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			

Explanation of Responses:

- As described in the Issuer's Registration Statement on Form S-1 (Registration No. 333-187487) (the "Registration Statement"), in connection with the closing of the initial public offering of the Issuer, the Reporting Person, through one or more affiliated entities, contributes certain assets to the Issuer and receives 774,248 common units, representing an approximate 3.3% limited partner interest in the Issuer. If the underwriter's over-allotment option is not exercised, up to an additional 1,125,000 common units will be issued to certain investors, including the Reporting Person, in an amount proportionate to their respective ownership percentage of common units.
- Also as described in the Registration Statement, in connection with the closing of the initial public offering of the Issuer, Insight Equity Management Company LLC ("Insight Equity") contributes certain assets to the Issuer and receives 9,801,869 common units, representing a 42.2% limited partner interest in the Issuer. If the underwriter's over-allotment option is not exercised, up to an additional 766,112 common units (for an aggregate of 10,567,981 common units, or a 49.4% limited partner interest in the Issuer) will be issued to Insight Equity. See Remarks.

3. This Form 3 amendment is being filed to include the common units reported herein, which were not included on the Form 3 filed on May 14, 2013.

Remarks:

The Reporting Person is a Director of Emerge Energy Services 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. The Reporting Person is also a controlling equity owner of Insight Equity, which owns a controlling interest in Emerge Energy Services Holdings LLC, which will own the General Partner upon consummation of the Issuer's initial public offering. The Reporting Person disclaims beneficial ownership of any common units held by the General Partner or Insight Equity, except to the extent of his pecuniary interest therein.

Signatures

Ted W Beneski

** Signature of Reporting Person

05/16/2013

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.