

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
SEC Accession No. [0001104659-13-042586](#)

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REPORTING OWNER

BENESKI TED W

CIK: **1576878**

Type: **4** | Act: **34** | File No.: **001-35912** | Film No.: **13853088**

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 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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			2. Issuer Name and Ticker or Trading Symbol Emerge Energy Services LP [EMES]			5. 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		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013					
C/O EMERGE ENERGY SERVICES LP, 1400 CIVIC PLACE, SUITE 250			4. 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		
(Street) SOUTHLAKE, TX 76092								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON UNITS	05/14/2013		P		20,000	A	\$17	794,248	D	
COMMON UNITS	05/14/2013		P		20,000	A	\$17	20,000	I	BY TRUST #1
COMMON UNITS	05/14/2013		P		20,000	A	\$17	20,000	I	BY TRUST #2
COMMON UNITS								9,801,869	I	BY LLC (1)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. Held by Insight Equity Management Company LLC ("Insight Equity"). See remarks.

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

/s/ 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.