

Energy Transfer Partners GP, L.P.  
 Form 3  
 April 11, 2018

**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

(Print or Type Responses)

|   |  |  |                                      |  |  |  |
|---|--|--|--------------------------------------|--|--|--|
| 1. Name and Address of Reporting Person *                 |  |  | 2. Date of Event Requiring Statement |  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Energy Transfer Partners, L.P.<br>(Last) (First) (Middle) |  |  | (Month/Day/Year)<br>04/02/2018       |  | USA Compression Partners, LP [USAC]  |  |
| 8111 WESTCHESTER DRIVE, SUITE 600                         |  |  |                                      |  | 4. Relationship of Reporting Person(s) to Issuer   |  |
| (Street)  |  |  |                                      |  | 5. If Amendment, Date Original Filed(Month/Day/Year)                                       |  |
| DALLAS, TX 75225  |  |  |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)                                 |  |
| (City) (State) (Zip)                                      |  |  |                                      |  | ___ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |  |

(Check all applicable)

\_\_\_ Director \_\_\_X\_ 10% Owner  
 \_\_\_ Officer \_\_\_ Other  
 (give title below) (specify below)

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)       | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Common Units (Limited Partner Interests) | 19,191,351 <sup>(1)</sup>                                | D <sup>(2)</sup>  | ^  |

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

SEC 1473 (7-02)

**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 control number.**

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|   | Date Exercisable | Expiration Date | Amount or Number of Shares     | or Indirect (1) (Instr. 5) |
|---|------------------|-----------------|--------------------------------|----------------------------|
| Class B Units (Limited Partner Interests) | 04/02/2019       | ∞ (3)           | Common Units 6,397,965 (1) (3) | \$ (3) D (2) ∞             |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Energy Transfer Partners, L.P.<br>8111 WESTCHESTER DRIVE, SUITE 600<br>DALLAS, TX 75225    | ∞             | ∞ X       | ∞       | ∞     |
| Energy Transfer Partners GP, L.P.<br>8111 WESTCHESTER DRIVE, SUITE 600<br>DALLAS, TX 75225 | ∞             | ∞ X       | ∞       | ∞     |

## Signatures

Energy Transfer Partners, L.P. By: Energy Transfer Partners GP, L.P., its general partner By: Energy Transfer Partners, L.L.C., its general partner By: William J. Healy, Associate General Counsel & Secretary 04/11/2018

\*\*Signature of Reporting Person Date

Energy Transfer Partners GP, L.P. By: Energy Transfer Partners, L.L.C., its general partner. By: William J. Healy, Associate General Counsel & Secretary 04/11/2018

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) On April 2, 2018 (the "Closing Date"), pursuant to the Contribution Agreement, dated as of January 15, 2018, by and among Energy Transfer Partners, L.P. ("ETP"), Energy Transfer Partners GP, L.P. ("ETP GP"), ETC Compression, LLC, USA Compression Partners, LP ("USAC") and, solely for certain purposes therein, Energy Transfer Equity, L.P. ("ETE"), ETP contributed to USAC all of the outstanding membership interests in CDM Resources Management LLC and CDM Environmental & Technical Services LLC in exchange for (i) 19,191,351 common units representing limited partner interests in USAC (the "USAC Common Units"), (ii) 6,397,965 Class B Units (as defined in footnote 3) and (iii) an amount in cash equal to \$1.232 billion.

(2) The securities are held of record by ETP. ETP GP is the general partner of ETP, and Energy Transfer Partners, L.L.C. ("ETP LLC") is the general partner of ETP GP. ETP GP and ETP LLC are each wholly owned subsidiaries of ETE. Kelcy L. Warren ("Mr. Warren") is Chairman of the Board of LE GP, LLC, the general partner of ETE ("LE GP"), and Mr. Warren holds an 81.2% interest in LE GP. Each of ETP GP, ETP LLC, ETE, LE GP and Mr. Warren may be deemed to share beneficial ownership of the securities held of record by ETP. Each such entity or person disclaims any such beneficial ownership of such securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(3) The Class B units representing limited partner interests in USAC (the "Class B Units") are a new class of partnership interests of USAC with substantially all of the rights and obligations of a USAC Common Unit, except the Class B Units will not participate in distributions made prior to the one year anniversary of the Closing Date. The Class B Units will automatically convert into USAC Common Units on the first business day following the record date attributable to the quarter ending June 30, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.