

FREEDMAN ALLEN
Form 3/A
April 19, 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â FREEDMAN ALLEN</p> <p>(Last) (First) (Middle)</p> <p>C/O STONEMOR PARTNERS L.P., Â 3600 HORIZON BOULEVARD</p> <p>(Street)</p> <p>TREVOSE, Â PA Â 19053</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/04/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>STONEMOR PARTNERS LP [STON]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>04/13/2018</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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 representing limited partner interests	20,832	D	Â
Common units representing limited partner interests	1,405 ⁽¹⁾	I	By StoneMor GP Holdings LLC <u>(2)</u> <u>(3)</u>
Common units representing limited partner interests	20,798 ⁽⁴⁾	I	By wife

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

SEC 1473 (7-02)

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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	
Restricted Phantom Units	Â (5)	Â (5)	common units	37,178.6334 (6)	\$ (5) D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREEDMAN ALLEN C/O STONEMOR PARTNERS L.P. 3600 HORIZON BOULEVARD TREVISOE, PA 19053	Â X	Â	Â	Â

Signatures

/s/ Shirley Herman,
Attorney-in-Fact

04/19/2018

**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) Represents the proportionate interest of the reporting person in 2,332,878 common units of StoneMor Partners, L.P. (the "Partnership") issued and sold to StoneMor GP Holdings LLC ("GP Holdings") by the Partnership, which purchase was funded by the purchase of common units of GP Holdings (the "GP Holdings Units") by a trust for the pecuniary benefit of American Cemeteries Infrastructure Investors, LLC ("ACII") (collectively, the "Transaction").
- (2) The reporting person is a member of GP Holdings.
- (3) The reporting person disclaims beneficial ownership of the common units except to the extent of his pecuniary interest therein.
- (4) The reporting person's Form 4 filed on January 4, 2017 inadvertently reported that the reporting person indirectly beneficially owned 21,798 common units representing limited partnership interests through his spouse when, in fact, his spouse owned 20,798 common units representing limited partnership interests at such time and as of the date of this amendment.
- (5) Each restricted phantom unit representing limited partner interests is the economic equivalent of one common unit representing limited partner interests. Restricted phantom units become payable, in cash or common units, at the election of the issuer, upon the separation of the reporting person from service as a director or upon the occurrence of certain other events specified in Section 409A of the Internal Revenue Code of 1986, as amended.
- (6) Represents restricted phantom units allocated to the reporting person's deferred compensation account, including distribution equivalent rights that accrued under StoneMor Partners L.P. 2014 Long-Term Incentive Plan and under StoneMor Partners L.P. Long-Term Incentive Plan, as amended, credited to such person's deferred compensation account in the form of phantom units and accrued on all phantom units allocated or credited to such account.

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Remarks:

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The filing of this statement shall not be construed as an admission (a) that the person filing this

This amendment to the reporting person's Form 3 filed on April 13, 2018 (the "Original Report")

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

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