

Liuzzi Matthew C
 Form 4
 February 14, 2018

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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 *
 Liuzzi Matthew C

2. Issuer Name and Ticker or Trading Symbol
 USA Compression Partners, LP
 [USAC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/12/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 See Remarks

C/O USA COMPRESSION PARTNERS, LP, 100 CONGRESS AVENUE, SUITE 450

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

AUSTIN, TX 78701

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Units | <u>(1)</u> | 02/12/2018 | | A | 34,554 | <u>(2)</u> | <u>(3)</u> | Common Units | 34,554 |
| Phantom Units | <u>(1)</u> | 02/12/2018 | | A | 8,639 <u>(4)</u> | 02/15/2021 <u>(4)</u> | <u>(3)</u> | Common Units | 8,639 <u>(4)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Liuzzi Matthew C
 C/O USA COMPRESSION PARTNERS, LP
 100 CONGRESS AVENUE, SUITE 450
 AUSTIN, TX 78701

See Remarks

Signatures

/s/ Matthew C. Liuzzi 02/14/2018
 Liuzzi
 **Signature of Reporting Person Date

Explanation of Responses:

- * 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).

- (1) Each phantom unit is the economic equivalent of one common unit of the Issuer.
- (2) The phantom units shall vest in three equal annual installments, with the first installment vesting on February 15, 2019.
- (3) In the event of cessation of the Reporting Person's services for any reason, all phantom units that have not vested prior to or in connection with such cessation of service shall automatically be forfeited.

The number of phantom units that vest on February 15, 2021 will range between 0% and 200% of the reported number of phantom units generally depending on the Issuer's achievement of certain objective, performance-based criteria during the three years prior to the vesting date. If none or only a portion of phantom units vest as a result of specified performance levels not being met, such number of phantom units that fail to vest will be forfeited. The phantom units shall also vest immediately prior to a change in control regarding the Issuer.

Remarks:

The Reporting Person is the Vice President, Chief Financial Officer and Treasurer of USA Compression GP, LLC, the general partner of USA Compression Partners, LP. The Reporting Person is not a director, officer or 10% owner of USA Compression GP, LLC. 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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