

Downie Jason H
Form 4
May 04, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TW Southcross Aggregator LP

2. Issuer Name **and** Ticker or Trading
Symbol
Southcross Energy Partners, L.P.
[SXE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2021 MCKINNEY AVE., SUITE
1250

3. Date of Earliest Transaction
(Month/Day/Year)
05/03/2018

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

(Street)
DALLAS, TX 75201

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

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

(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 (D) Price			

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

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information contained in this form are not
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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Class B Convertible Units	<u>(1)</u>	05/03/2018	J <u>(1)</u>		326,506		<u>(1)</u>	<u>(1)</u>	Common Units (Limited Partnership Interests)	<u>(1)</u>		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TW Southcross Aggregator LP 2021 MCKINNEY AVE. SUITE 1250 DALLAS, TX 75201				
TW/LM GP Sub, LLC 2021 MCKINNEY AVE. SUITE 1250 DALLAS, TX 75201				
TAILWATER ENERGY FUND I, LP 2021 MCKINNEY AVE. SUITE 1250 DALLAS, TX 75201				
TW GP EF-1, LP 2021 MCKINNEY AVE. SUITE 1250 DALLAS, TX 75201				
TW GP EF-1 GP, LLC 2021 MCKINNEY AVE. SUITE 1250 DALLAS, TX 75201				
TW GP Holdings, LLC 2021 MCKINNEY AVE. SUITE 1250 DALLAS, TX 75201				
Tailwater Holdings, LP 2021 MCKINNEY AVE. SUITE 1250				

DALLAS, TX 75201

Tailwater Capital LLC
2021 MCKINNEY AVE.
SUITE 1250
DALLAS, TX 75201

Downie Jason H
2021 MCKINNEY AVE.
SUITE 1250
DALLAS, TX 75201

Herring Edward
2021 MCKINNEY AVE.
SUITE 1250
DALLAS, TX 75201

Signatures

TW Southcross Aggregator LP, a Delaware limited partnership By: TW/LM GP Sub, LLC,
its General Partner By: /s/ Brian Blakeman, Vice President Tax & Finance

05/04/2018

__Signature of Reporting Person

Date

TW/LM GP Sub, LLC, a Texas limited liability company By: /s/ Brian Blakeman, Vice
President Tax & Finance

05/04/2018

__Signature of Reporting Person

Date

Tailwater Energy Fund I, LP, a Delaware limited partnership By: TW GP EF-I, LP, its
General Partner By: TW GP EF-I GP, LLC, its General Partner By: /s/ Brian Blakeman, Vice
President Tax & Finance

05/04/2018

__Signature of Reporting Person

Date

TW GP EF-I, LP, a Delaware limited partnership By: TW GP EF-I GP, LLC, its General
Partner By: /s/ Brian Blakeman, Vice President Tax & Finance

05/04/2018

__Signature of Reporting Person

Date

TW GP EF-I GP, LLC, a Texas limited liability company By: /s/ Brian Blakeman, Vice
President Tax & Finance

05/04/2018

__Signature of Reporting Person

Date

TAILWATER HOLDINGS, LP, a Delaware limited partnership By: TW GP Holdings, LLC,
its General Partner By: /s/ Brian Blakeman, Vice President

05/04/2018

__Signature of Reporting Person

Date

TW GP HOLDINGS, LLC, a Texas limited liability company By: /s/ Brian Blakeman, Vice
President

05/04/2018

__Signature of Reporting Person

Date

TAILWATER CAPITAL LLC, a Texas limited liability company By: /s/ Brian Blakeman,
Vice President Tax & Finance

05/04/2018

__Signature of Reporting Person

Date

/s/ Jason H. Downie

05/04/2018

__Signature of Reporting Person

Date

/s/ Edward Herring

05/04/2018

__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) The Class B Convertible Units were acquired by Southcross Holdings Borrower LP ("Borrower") as a payment-in-kind distribution on outstanding Class B Convertible Units pursuant to the Issuer's Third Amended and Restated Agreement of Limited Partnership dated August 4, 2014 (the "Partnership Agreement"). The Class B Convertible Units convert into Common Units at the Class B Conversion Rate (as defined in the Partnership Agreement) on the Class B Conversion Date (as defined in the Partnership Agreement).

Remarks:

See Exhibit 99.1

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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