

Southcross Energy Partners, L.P.

Form 4

July 05, 2017

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Allan Bret Montgomery

(Last) (First) (Middle)

C/O SOUTHCROSS ENERGY  
PARTNERS, L.P., 1717 MAIN  
STREET, SUITE 5200

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/01/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

See Remarks

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

**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. Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)  (A) or (D) Code V Amount Price	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 Indirect Beneficial Ownership (Instr. 4)
Common Units (Limited Partnership Interests)	07/01/2017		M	12,000 (1)	A 11 20,718	D	
Common Units (Limited Partnership Interests)	07/01/2017		F	3,282	D \$ 3.17 17,436	D	

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

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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 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)	8. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	(1)	07/01/2017		M	12,000	(2)	(3)	Common Units	12,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Allan Bret Montgomery C/O SOUTHCROSS ENERGY PARTNERS, L.P. 1717 MAIN STREET, SUITE 5200 DALLAS, TX 75201			See Remarks	

## Signatures

/s/ Bret M. Allan                      07/05/2017

\_\_Signature of                      Date  
Reporting Person

## 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) On July 1, 2017, one-third of the 36,000 phantom units awarded to the Reporting Person on July 1, 2015 vested. All of such vested phantom units were settled in common units (on a one-for-one basis) that were issued to the Reporting Person on such date.
- (2) One-third of the 36,000 phantom units vest on each of the first, second, and third anniversaries of the grant date (July 1, 2015), subject to continued employment and accelerated vesting as provided in the underlying award agreement. The Reporting Person received, and will receive, distribution equivalent rights for each phantom unit, providing for payment on each vesting date of a lump sum of cash equal to the accrued distributions from and after the grant date of the reported phantom units.
- (3) The phantom units do not expire. Upon vesting, the phantom units are settled in common units (on a one-for-one basis).

**Remarks:**

The Reporting Person is the Senior Vice President and Chief Financial Officer of Southcross Energy Partners GP, LLC, the ge

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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