## Edgar Filing: HELLMAN ROBERT B JR - Form 4

HELLMAN R Form 4	OBERT B JR									
September 05,	, 2017									
FORM	Δ									3 APPROVAL
	UNITED	STATE		TIES Al nington,			NGE (	COMMISSIO	N OMB Number	: 3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 16. Form 4 or 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						Estimate burden I respons	January 31 Expires: 2005 Estimated average burden hours per response 0.5			
1(b). (Print or Type Re	esponses)									
	dress of Reporting ROBERT B JR	Person <u>*</u>	2. Issuer I Symbol STONEN [STON]	Name and AOR PA			g	5. Relationship o Issuer (Che	of Reporting	
(Last) 950 TOWER	(First) (1 LANE, SUITE	Middle)	3. Date of I (Month/Da 09/01/20	y/Year)	insaction			X Director Officer (giv below)		10% Owner Other (specify
FOSTER CIT	(Street) TY, CA 94404		4. If Amene Filed(Month		-			6. Individual or . Applicable Line) _X_ Form filed by Form filed by Person	One Reportin	g Person
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	ecuri	ties Acq	uired, Disposed	of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Execut any		3. Transacti Code (Instr. 8)	4. Securi on(A) or D (D) (Instr. 3,	ties A ispose 4 and (A) or	cquired d of 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)
Common units representing limited partner interests	09/01/2017			P <u>(1)</u>	Amount 1,493	(D) A	Price \$ 6.63 (2)	32,776 <u>(2)</u>	D	
Common units representing limited partner interests								2,364,162	I	By American Cemeteries Infrastructure Investors, LLC $(3)$ $(4)$

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Common			
units			By StoneMor
representing	2,076,523	т	GP Holdings
limited	(5)	1	LLC $(3)$ $(4)$
partner			$LLC \xrightarrow{(i)} \underbrace{(i)}{}$
interests			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative		-		Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired			Ì			Follo
	5				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(
					4, and 5)						
					i, und 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address		Relationsh		
r of the test of the test	Director	10% Owner	Officer	Other
HELLMAN ROBERT B JR 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404	Х			
Signatures				
/s/ Robert B. 09 Hellman Jr.	/05/2017			

\*\*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).

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(1) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 14, 2016.

The price reported in Column 4 is a weighted average price. The common units were purchased in multiple transactions at prices ranging from \$6.56-6.70, inclusive. The Reporting Person undertakes to provide to StoneMor Partners L.P. (the "Partnership"), any

(2) Taiging from \$0.500, 70, inclusive. The Reporting Ferson undertakes to provide to StoneMor Fauncis E.F. (the Faunciship ), any holder of common units of the Partnership, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the range set forth in this footnote (2) to this Form 4.

StoneMor GP Holdings LLC ("GP Holdings") is majority owned by a trust for the pecuniary benefit of American Cemeteries Infrastructure Investors, LLC ("ACII"). ACII is managed by its manager, AIM Universal Holdings,LLC ("AUH"), and is owned by its members: American Infrastructure MLP Fund II, L.P. ("AIM II"), American Infrastructure MLP Founders Fund II, L.P. ("AIM FF II"), AIM II Delaware StoneMor, Inc. ("AIM II StoneMor") and AIM Cemetery Infrastructure, L.P. ("AIM Cemetery Infrastructure"). AIM

(3) And II Delawate Stolewol, inc. (And II Stolewol) and And Centerly infrastructure, L.1. (And Centerly infrastructure ). And II Stolewol, inc. (And II Stolewol) and And Centerly infrastructure, L.1. (And Centerly infrastructure ). And II Stolewol, inc. (And II Stolewol) and And II Offshore, L.P. ("AIM II Offshore"). AIM Management II is the general partner of AIM II, AIM FFII and AIM II Offshore. AUH is the general partner of AIM Centerly Infrastructure. The Reporting Person is a director of GP Holdings, a managing member of AIM Management II, the president of AIM II StoneMor and a member of AUH.

The Reporting Person shares the power to vote or dispose of the common units held directly by GP Holdings and ACII and, therefore,
(4) may be deemed to have voting and investment power with respect to such common units. The Reporting Person disclaims beneficial ownership of these common units except to the extent of his pecuniary interest therein.

(5) Represents the proportionate interest of ACII in 2,332,878 common units of the Partnership held by GP Holdings. GP Holdings is majority-owned by a trust for the pecuniary benefit of ACII.

### **Remarks:**

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

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.