

EIG VETERAN EQUITY AGGREGATOR, L.P.

Form 3

April 02, 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)

1. Name and Address of Reporting Person *
 EIG VETERAN EQUITY AGGREGATOR, L.P.

(Last) (First) (Middle)

1700 PENNSYLVANIA AVE
 NW, STE. 800

(Street)

WASHINGTON, DC 20006

(City) (State) (Zip)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 04/02/2018

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

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)
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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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (I) (Instr. 5)	
Series A Perpetual Preferred Units	Â (1)	Â (1)	Common Units	(1)	\$ 0	D	Â
Warrant to Purchase Common Units	04/02/2019	04/02/2028	Common Units	4,206,641	\$ 17.03	D	Â
Warrant to Purchase Common Units	04/02/2019	04/02/2028	Common Units	8,413,281	\$ 19.59	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EIG VETERAN EQUITY AGGREGATOR, L.P. 1700 PENNSYLVANIA AVE NW, STE. 800 WASHINGTON, DC 20006	Â X	Â	Â	Â

Signatures

EIG Veteran Equity Aggregator, L.P.; By: EIG Veteran Equity GP, LLC, its general partner;
By: EIG Asset Management, LLC, its managing member; By: /s/ Randall S. Wade, Chief
Operating Officer; By: /s/ Robert L. Vitale, General Counsel

04/02/2018

**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) On April 2, 2018, EIG Veteran Equity Aggregator, L.P. ("EIG Aggregator") completed its acquisition of 420,664.07351 Series A Perpetual Preferred Units (the "Preferred Units") of the Issuer. Certain of the Preferred Units become convertible into common units of the Issuer ("Common Units") on an annual basis beginning on the third anniversary of the close of the Acquisition (the "Closing"), with all of the Preferred Units becoming convertible beginning on the fifth anniversary of the Closing. Each Preferred Unit is convertible into a number of Common Units equal to the \$1,000 (plus accrued and unpaid distributions) divided by \$20.0115, subject to certain adjustments.

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Remarks:

Matthew Â Hartman, Â Senior Â Vice Â President Â of Â EIG Â Asset Â Management Â LLC, Â the Â sole Â member Â of Â EIG Â

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.