

Sanchez Production Partners LP
Form SC 13D/A
August 18, 2016

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 3)

Sanchez Production Partners LP

(Name of Issuer)

Common Units

(Title of Class of Securities)

79971C201

(CUSIP Number)

Antonio R. Sanchez, Jr.

1000 Main Street, Suite 3000

Houston, Texas 77002

(713) 783-8000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 10, 2016

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Edgar Filing: Sanchez Production Partners LP - Form SC 13D/A

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Edgar Filing: Sanchez Production Partners LP - Form SC 13D/A

CUSIP Number 79971C201

1	Names of Reporting Persons Antonio R. Sanchez, Jr.								
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>								
3	SEC Use Only								
4	Source of Funds (See Instructions) OO								
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>								
6	Citizenship or Place of Organization United States of America								
Number of Shares Beneficially Owned by Each Reporting Person With	<table border="0"> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">Sole Voting Power: 73,433(1)</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">Shared Voting Power: 94,126(1)</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td style="vertical-align: top;">Sole Dispositive Power: 73,433 (1)</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td style="vertical-align: top;">Shared Dispositive Power: 94,126(1)</td> </tr> </table>	7	Sole Voting Power: 73,433(1)	8	Shared Voting Power: 94,126(1)	9	Sole Dispositive Power: 73,433 (1)	10	Shared Dispositive Power: 94,126(1)
7	Sole Voting Power: 73,433(1)								
8	Shared Voting Power: 94,126(1)								
9	Sole Dispositive Power: 73,433 (1)								
10	Shared Dispositive Power: 94,126(1)								
11	Aggregate Amount Beneficially Owned by Each Reporting Person 167,559(1)								
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>								
13	Percent of Class Represented by Amount in Row (11) 3.9%(1)(2)								
14	Type of Reporting Person (See Instructions) IN								

(1) As a result of commitments to make all of the Concurrent Distributions (as defined below).

(2) Calculated based on 4,279,517 Common Units (as defined below) outstanding as of August 11, 2016, as disclosed on the Issuer's Form 10-Q filed with the Securities Exchange Commission (SEC) on August 12, 2016, plus 5,564 Distributed Units (as defined below) to be issued to the Reporting Person and 4,278 Common Units to be issued to the Reporting Person pursuant to a distribution from SP Capital (as defined below) effected in or around June 2016 (as further described in the Schedule 13D/A filed with the SEC on May 25, 2016 by Antonio R. Sanchez, Jr and Antonio R. Sanchez, III (*Amendment No. 2*)).

Edgar Filing: Sanchez Production Partners LP - Form SC 13D/A

CUSIP Number 79971C201

1	Names of Reporting Persons Antonio R. Sanchez, III								
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>								
3	SEC Use Only								
4	Source of Funds (See Instructions) OO								
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>								
6	Citizenship or Place of Organization United States of America								
Number of Shares Beneficially Owned by Each Reporting Person With	<table border="0"> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">Sole Voting Power: 148,044(1)</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">Shared Voting Power: 35,320(1)</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td style="vertical-align: top;">Sole Dispositive Power: 148,044 (1)</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td style="vertical-align: top;">Shared Dispositive Power: 35,320(1)</td> </tr> </table>	7	Sole Voting Power: 148,044(1)	8	Shared Voting Power: 35,320(1)	9	Sole Dispositive Power: 148,044 (1)	10	Shared Dispositive Power: 35,320(1)
7	Sole Voting Power: 148,044(1)								
8	Shared Voting Power: 35,320(1)								
9	Sole Dispositive Power: 148,044 (1)								
10	Shared Dispositive Power: 35,320(1)								
11	Aggregate Amount Beneficially Owned by Each Reporting Person 183,364(1)								
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>								
13	Percent of Class Represented by Amount in Row (11) 4.2%(1)(2)								
14	Type of Reporting Person (See Instructions) IN								

(1) As a result of commitments to make all of the Concurrent Distributions (as defined below).

(2) Calculated based on 4,279,517 Common Units (as defined below) outstanding as of August 11, 2016, as disclosed on the Issuer's Form 10-Q filed with the SEC on August 12, 2016, plus 36,171 Distributed Units (as defined below) to be issued to the Reporting Person and 27,806 Common Units to be issued to the Reporting Person pursuant to a distribution from SP Capital (as defined below) effected in or around June 2016 (as further described in Amendment No. 2).

Edgar Filing: Sanchez Production Partners LP - Form SC 13D/A

CUSIP Number 79971C201

1	Names of Reporting Persons Eduardo A. Sanchez								
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>								
3	SEC Use Only								
4	Source of Funds (See Instructions) OO								
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>								
6	Citizenship or Place of Organization United States of America								
Number of Shares Beneficially Owned by Each Reporting Person With	<table border="0"> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">Sole Voting Power: 126,425(1)</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">Shared Voting Power: 19,602(1)</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td style="vertical-align: top;">Sole Dispositive Power: 126,425 (1)</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td style="vertical-align: top;">Shared Dispositive Power: 19,602(1)</td> </tr> </table>	7	Sole Voting Power: 126,425(1)	8	Shared Voting Power: 19,602(1)	9	Sole Dispositive Power: 126,425 (1)	10	Shared Dispositive Power: 19,602(1)
7	Sole Voting Power: 126,425(1)								
8	Shared Voting Power: 19,602(1)								
9	Sole Dispositive Power: 126,425 (1)								
10	Shared Dispositive Power: 19,602(1)								
11	Aggregate Amount Beneficially Owned by Each Reporting Person 146,027(1)								
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>								
13	Percent of Class Represented by Amount in Row (11) 3.4%(1)(2)								
14	Type of Reporting Person (See Instructions) IN								

(1) As a result of commitments to make all of the Concurrent Distributions (as defined below).

(2) Calculated based on 4,279,517 Common Units (as defined below) outstanding as of August 11, 2016, as disclosed on the Issuer's Form 10-Q filed with the SEC on August 12, 2016, plus 36,171 Distributed Units (as defined below) to be issued to the Reporting Person and 27,806 Common Units to be issued to the Reporting Person pursuant to a distribution from SP Capital (as defined below) effected in or around June 2016 (as further described in Amendment No. 2).

Edgar Filing: Sanchez Production Partners LP - Form SC 13D/A

CUSIP Number 79971C201

1	Names of Reporting Persons Patricio D. Sanchez								
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>								
3	SEC Use Only								
4	Source of Funds (See Instructions) OO								
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>								
6	Citizenship or Place of Organization United States of America								
Number of Shares Beneficially Owned by Each Reporting Person With	<table border="0"> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">Sole Voting Power: 127,030(1)</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">Shared Voting Power: 19,602(1)</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td style="vertical-align: top;">Sole Dispositive Power: 127,030 (1)</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td style="vertical-align: top;">Shared Dispositive Power: 19,602(1)</td> </tr> </table>	7	Sole Voting Power: 127,030(1)	8	Shared Voting Power: 19,602(1)	9	Sole Dispositive Power: 127,030 (1)	10	Shared Dispositive Power: 19,602(1)
7	Sole Voting Power: 127,030(1)								
8	Shared Voting Power: 19,602(1)								
9	Sole Dispositive Power: 127,030 (1)								
10	Shared Dispositive Power: 19,602(1)								
11	Aggregate Amount Beneficially Owned by Each Reporting Person 146,632(1)								
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>								
13	Percent of Class Represented by Amount in Row (11) 3.4%(1)(2)								
14	Type of Reporting Person (See Instructions) IN								

(1) As a result of commitments to make all of the Concurrent Distributions (as defined below).

(2) Calculated based on 4,279,517 Common Units (as defined below) outstanding as of August 11, 2016, as disclosed on the Issuer's Form 10-Q filed with the SEC on August 12, 2016, plus 36,171 Distributed Units (as defined below) to be issued to the Reporting Person and 27,806 Common Units to be issued to the Reporting Person pursuant to a distribution from SP Capital (as defined below) effected in or around June 2016 (as further described in Amendment No. 2).

EXPLANATORY NOTE

This Amendment No. 3 (this *Amendment*) to the Schedule 13D filed on December 11, 2015 (the *Schedule 13D*, and as amended by this Amendment, this *Schedule 13D/A*) with the SEC relates to the common units (the *Common Units*) of Sanchez Production Partners LP, a Delaware limited partnership (*Issuer*). The Schedule 13D is hereby amended and supplemented by the Reporting Persons as set forth below in this Amendment. Unless set forth below, all previous Items of the Schedule 13D are unchanged. Capitalized terms used herein which are not defined herein have the meanings set forth in the Schedule 13D. As a result of commitments to make all of the anticipated concurrent distributions disclosed in Items 3 and 5 of this Schedule 13D/A, Patricio D. Sanchez, Eduardo A. Sanchez, Antonio R. Sanchez, III and Antonio R. Sanchez, Jr. (each, a *Reporting Person* or together, the *Reporting Persons*, as the case may be) each beneficially owns less than five percent of the outstanding Common Units of the Issuer. Consequently, this constitutes an exit filing for the Reporting Persons.

Item 1. Security and Issuer.

This Schedule 13D/A relates to the Common Units of the Issuer held by the Reporting Persons. The principal executive offices of the Issuer are located at 1000 Main Street, Suite 3000, Houston, Texas 77002.

Item 2. Identity and Background.

(a) Patricio D. Sanchez, Eduardo A. Sanchez, Antonio R. Sanchez, III and Antonio R. Sanchez, Jr.

(b) The address of the principal office for the Reporting Persons is 1000 Main Street, Suite 3000, Houston, Texas 77002.

(c) Antonio R. Sanchez, Jr. is the co-founder, Chief Executive Officer and Chairman of the Board of Directors for Sanchez Oil & Gas Corporation, a Delaware corporation (*SOG*), which is in the business of managing oil and natural gas properties on behalf of its affiliates. Antonio R. Sanchez, III is the Co-President of SOG and the Chief Executive Officer of Sanchez Energy Corporation, a Delaware corporation (*Sanchez Energy*). Sanchez Energy is in the business of exploring, acquiring and developing unconventional oil and natural gas resources in the onshore U.S. Gulf Coast. Patricio D. Sanchez is the Chief Operating Officer of the Issuer and the Co-President of SOG. The Issuer is in the business of acquiring, developing, owning and operating midstream and other energy producing assets. Eduardo A. Sanchez is the President of Sanchez Energy and the Co-President of SOG. The address of the principal office for each of SOG and Sanchez Energy is 1000 Main Street, Suite 3000, Houston, Texas 77002.

(d) and (e) The Reporting Persons have not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The Reporting Persons are each a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

Pursuant to the Amended and Restated Shared Services Agreement, by and between Issuer and SP Holdings, LLC, a Delaware limited liability company (*SP Holdings*), dated March 6, 2015, the Issuer has committed to distribute 150,398 Common Units (the *Distributed Units*) to SP Holdings (the *Issuer Distribution*). SP Holdings has committed to distribute the Distributed Units to SP Capital Holdings, LLC, a Delaware limited liability company (*SP Capital*), for no consideration concurrent with the Issuer Distribution (the *SP Holdings Distribution*). SP Capital has committed to distribute (i) 139,118 of the Distributed Units to its members on a pro rata basis and for no consideration (5,564 Common Units to be distributed to Antonio R. Sanchez, Jr., 36,171 Common Units to be distributed to each of Antonio R. Sanchez, III, Eduardo A. Sanchez and Patricio D. Sanchez, and 25,041 Common Units to be distributed to Ana Lee S. Jacobs) concurrent with the Issuer Distribution and the SP Holdings Distribution (the *SP Capital Member Distribution*), and (ii) the remaining

11,280 Distributed Units to Gerald F. Willinger concurrent with the Issuer Distribution, SP Holdings Distribution and SP Capital Member Distribution (the *SP Capital Willinger Distribution* and, together with the Issuer Distribution, SP Holdings Distribution and SP Capital Distribution, the *Concurrent Distributions*). The Concurrent Distributions are anticipated to occur concurrently on or before September 1, 2016.

Item 4. Purpose of Transaction.

Each Reporting Person acquired the securities reported in this Schedule 13D/A solely for investment purposes. Each Reporting Person may make additional purchases or dispositions of Issuer's securities either in the open market or in private transactions depending on the Reporting Person's business, prospects and financial condition, the market for Issuer's securities, general economic conditions, stock market conditions and other future developments.

Each Reporting Person does not have, as of the date of this Schedule 13D/A, any plans or proposals that relate to or would result in any of the actions or events specified in clauses (a) through (j) of Item 4 of this Schedule 13D/A. Each Reporting Person may change his plans or proposals in the future. In determining from time to time whether to sell or dispose the Common Units reported as beneficially owned in this Schedule 13D/A (and in what amounts) or to retain such Common Units, each Reporting Person will take into consideration such factors as he deems relevant, including the business and prospects of the Issuer, anticipated future developments concerning the Issuer, existing and anticipated market conditions from time to time, general economic conditions, regulatory matters, and other opportunities available to the Reporting Person. Each Reporting Person reserves the right to acquire additional securities of the Issuer in the open market, in privately negotiated transactions (which may be with the Issuer or with third parties) or otherwise, to dispose of all or a portion of his holdings of securities of the Issuer or to change his intention with respect to any or all of the matters referred to in this Item 4.

Depending on these factors, and other factors that may arise in the future, each Reporting Person may be involved in such matters and, depending on the facts and circumstances at such time and subject to applicable law, may formulate a plan with respect to such matters. In addition, each Reporting Person may from time to time hold discussions with or make proposals to management of the Issuer, the board of directors of the Issuer, to other unitholders of the Issuer or to third parties regarding such matters.

The information set forth in this Item 4 is subject to change, and there can be no assurances that the matters described in this Item 4 will occur or that each Reporting Person will or will not take, or cause to be taken, any of the actions described above or any similar actions.

Item 5. Interest in Securities of the Issuer.

(a) and (b) The information set forth on the cover pages and in Item 3 of this Schedule 13D/A is incorporated by reference into this Item 5. As a result of commitments to make all of the anticipated Concurrent Distributions, Antonio R. Sanchez, Jr. will be the sole record owner of 73,433 Common Units, Antonio R. Sanchez, III will be the sole record owner of 148,044 Common Units, Eduardo A. Sanchez will be the sole record owner of 126,425 Common Units and Patricio D. Sanchez will be the sole record owner of 127,030 Common Units.

Edgar Filing: Sanchez Production Partners LP - Form SC 13D/A

As a result of commitments to make all of the anticipated Concurrent Distributions, SP Holdings and SP Capital will be the sole record holder of no Common Units. SP Capital is the sole member of SP Holdings and SP Capital is managed by the Reporting Persons. Thus, the Reporting Persons may be deemed to share voting and dispositive power over the Common Units held by SP Holdings and SP Capital. Each Reporting Person disclaims beneficial ownership of the Common Units held by SP Holdings and SP Capital except to the extent of such Reporting Person's pecuniary interests therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Common Units held by SP Holdings or SP Capital for purposes of Section 16 or any other purpose.

SOG is the sole record owner of 35,320 Common Units, or 0.8% of a total of 4,279,517 Common Units issued and outstanding. SOG is managed by Antonio R. Sanchez, Jr., Antonio R. Sanchez, III and other members of the Sanchez family. Thus, Antonio R. Sanchez, Jr. and Antonio R. Sanchez, III may each be deemed to share voting and dispositive power over the Common Units held by SOG. Each Reporting Person disclaims beneficial ownership of

Edgar Filing: Sanchez Production Partners LP - Form SC 13D/A

the Common Units held by SOG except to the extent of such Reporting Person's pecuniary interests therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Common Units held by SOG for purposes of Section 16 or for any other purpose.

1988 Trust #12 (*Trust 12*) is the sole record owner of 19,602 Common Units, or 0.5% of a total of 4,279,517 Common Units issued and outstanding. Antonio R. Sanchez, Jr. is a co-trustee of Trust 12. Thus, Antonio R. Sanchez, Jr. may be deemed to share voting and dispositive power over the Common Units held by Trust 12 with the co-trustee and beneficiary named in this Schedule 13D/A.

1988 Trust #13 (*Trust 13*) is the sole record owner of 19,602 Common Units, or 0.5% of a total of 4,279,517 Common Units issued and outstanding. Antonio R. Sanchez, Jr. and Eduardo A. Sanchez are each a co-trustee of Trust 13. Eduardo A. Sanchez is the beneficiary of Trust 13. Thus, Antonio R. Sanchez, Jr. and Eduardo A. Sanchez may each be deemed to share voting and dispositive power over the Common Units held by Trust 13 with the other co-trustee and beneficiary, as applicable, named in this Schedule 13D/A.

1988 Trust #13 (*Trust 14* , and together with Trust 12 and Trust 13, the *Trusts*) is the sole record owner of 19,602 Common Units, or 0.5% of a total of 4,279,517 Common Units issued and outstanding. Antonio R. Sanchez, Jr. and Patricio D. Sanchez are each a co-trustee of Trust 14. Patricio D. Sanchez is a beneficiary of Trust 14. Thus, Antonio R. Sanchez, Jr. and Patricio D. Sanchez may be deemed to share voting and dispositive power over the Common Units held by Trust 14 with the other co-trustee and beneficiary, as applicable, named in this Schedule 13D/A.

Antonio R. Sanchez, Jr., Eduardo A. Sanchez and Patricio D. Sanchez each disclaim beneficial ownership of the Common Units held by the applicable Trusts except to the extent of his pecuniary interests therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Common Units held by the applicable Trusts for purposes of Section 16 or for any other purpose.

(c) Except as set forth in this Schedule 13D/A, there have been no other reportable transactions with respect to the Common Units within the last 60 days by any Reporting Person or the co-trustees of the Trusts.

(d) Except as set forth in this Schedule 13D/A, no other person is known by any Reporting Person to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, Common Units beneficially owned by the Reporting Person or the co-trustees of the Trusts.

(e) The Reporting Persons have each most recently ceased to be a beneficial owner of more than five percent of the Common Units as of August 10, 2016. Accordingly, this Amendment constitutes an exit filing for each Reporting Person.

Item 7. Material to be Filed as Exhibits.

Exhibit A Joint Filing Agreement dated August 18, 2016.

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: August 18, 2016

/s/ A. R. Sanchez, Jr.
A. R. Sanchez, Jr.

/s/ Antonio R. Sanchez, III
Antonio R. Sanchez, III

/s/ Eduardo Sanchez
Eduardo Sanchez

/s/ Patricio D. Sanchez
Patricio D. Sanchez