

Vichie Trent D
 Form 4/A
 February 14, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Stonepeak Catarina Holdings LLC

2. Issuer Name and Ticker or Trading Symbol
 Sanchez Production Partners LP [SPP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 717 FIFTH AVENUE, 25TH FLOOR,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/25/2017

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

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/27/2017

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	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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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 Number Shares
Class B Preferred Units	(2)	01/25/2017	A ⁽¹⁾⁽⁶⁾		1,704,446 ⁽¹⁾		(2)	(2)	Common Units	1,704,446

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stonepeak Catarina Holdings LLC 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022				See Remarks
Stonepeak Catarina Upper Holdings LLC 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022				See Remarks
Stonepeak Infrastructure Fund (Orion AIV) LP 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022				See Remarks
Stonepeak Associates LLC 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022				See Remarks
Stonepeak GP Holdings LP 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022				See Remarks
Stonepeak GP Investors LLC 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022				See Remarks
Stonepeak GP Investors Manager LLC 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022				See Remarks
Dorrell Michael B. 717 FIFTH AVENUE 25TH FLOOR NEW YORK, NY 10022				See Remarks
Vichie Trent D 717 5TH AVE 25TH FLOOR NEW YORK, NY 10022				See Remarks

Signatures

/s/ Michael
Dorrell 02/14/2017

**Signature of
Reporting Person Date

/s/ Trent Vichie 02/14/2017

**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).
- (1) These Class B Preferred Units (the "Preferred Units") were issued as partial consideration for the Settlement Agreement entered into by and between Stonepeak Catarina Holdings LLC and the Issuer, effective January 25, 2017, as described in the current report on Form 8-K filed by the Issuer on January 27, 2017, and pursuant to which it was agreed that the "Class B Preferred Purchase Price" (as defined in the Second Amended and Restated Agreement of Limited Partnership of the Issuer) for the Preferred Units would be \$11.29.
- (2) The Preferred Units are convertible into Common Units at any time, at the holder's election, and have no expiration date. Each Preferred Unit is currently convertible into one Common Unit.
- (3) On December 6, 2016, pursuant to Section 5.10(g) of the Second Amended and Restated Agreement of Limited Partnership of the Partnership (the "Partnership Agreement"), the Issuer effected a split of the Preferred Units, resulting in Stonepeak Catarina Holdings LLC holding an additional 9,851,996 Preferred Units.
- (4) These Preferred Units are owned directly by Stonepeak Catarina Holdings LLC, and indirectly by Stonepeak Catarina Upper Holdings LLC, Stonepeak Infrastructure Fund (Orion AIV) LP, Stonepeak Associates LLC, Stonepeak GP Holdings LP, Stonepeak GP Investors LLC, Stonepeak GP Investors Manager LLC, Michael Dorrell and Trent Vichie. Stonepeak Catarina Upper Holdings LLC is the managing member of Stonepeak Catarina Holdings LLC. Stonepeak Infrastructure Fund (Orion AIV) LP is the managing member of Stonepeak Catarina Upper Holdings LLC. Stonepeak Associates LLC is the general partner of Stonepeak Infrastructure Fund (Orion AIV) LP. Stonepeak GP Holdings LP is the sole member of Stonepeak Associates LLC. Stonepeak GP Investors LLC is the general partner of Stonepeak GP Holdings LP. Stonepeak GP Investors Manager LLC is the managing member of Stonepeak GP Investors LLC. Each of Michael Dorrell and Trent Vichie serve as a managing member of Stonepeak GP Investors Manager LLC.
- (5) Each Reporting Person disclaims beneficial ownership of the Preferred Units except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Preferred Units for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.
- (6) This amendment to Form 4 is being filed to adjust the Transaction Code to make it clear that the transaction was exempt from Section 16(b) under Rule 16b-3(d) under the Exchange Act. *See* Remarks.

Remarks:

Exhibit 99.1: Additional Signatures. Solely for purposes of Section 16 of the Exchange Act, each of the Reporting Persons ma

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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