

Edgar Filing: Cypress Energy Partners, L.P. - Form 4

Cypress Energy Partners, L.P.
Form 4
January 23, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEPHENSON CC JR

(Last) (First) (Middle)

C/O CYPRESS ENERGY
PARTNERS, L.P., 5727 S LEWIS
AVENUE, SUITE 500

(Street)

TULSA, OK 74105

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/21/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SEE REMARK

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 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 (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units (Limited Partner Interests)	01/21/2014		A		198,400	A	198,400
						D	

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

number.

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Subordinated Units (Limited Partner Interests)	(1)	01/21/2014		A		198,400		(2)	(2)	Common Units (Limited Partner Interests)	198,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPHENSON CC JR C/O CYPRESS ENERGY PARTNERS, L.P. 5727 S LEWIS AVENUE, SUITE 500 TULSA, OK 74105	X			SEE REMARK

Signatures

/s/ Richard Carson, Attorney-in-Fact for Charles C.
Stephenson, Jr.

01/23/2014

__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) Pursuant to a Contribution, Conveyance and Assumption Agreement by and among the Issuer, Stephenson, the General Partner and the other parties thereto (the "Contribution Agreement"), effective as of the closing of the initial public offering of the Issuer, Stephenson holds (i) 198,400 common units of the Issuer and (ii) 198,400 subordinated units of the Issuer.

(2) Each subordinated unit will convert into one common unit at the end of the subordination period described in the Registration Statement.

Remarks:

The Reporting Person (hereinafter, "Stephenson") is a director of Cypress Energy Partners GP, LLC, the general partner of the

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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