

Alliance Holdings GP, L.P.  
 Form 4  
 February 04, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**CRAFT JOSEPH W III**

(Last) (First) (Middle)  
 1717 S. BOULDER AVENUE, SUITE 600  
 (Street)

TULSA, OK 74119

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Alliance Holdings GP, L.P. [AHGP]

3. Date of Earliest Transaction (Month/Day/Year)  
 01/25/2015

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)  
 President and Chief Executive

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. Transaction 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 Indirect Beneficial Ownership (Instr. 4)
Common Unit					20,641,168	I	By Alliance Resource GP, LLC <sup>(1)</sup>
Common Unit					2,463,449 <sup>(2)</sup>	D	
Common Unit	01/25/2015		J	<u>57,657</u> <sup>(5)</sup>	D \$ 0	I	Through members of 13d group <sup>(3)</sup>
Common Unit	02/02/2015		J	<u>374,443</u> <sup>(5)</sup>	D \$ 0	I	Through members of 13d group <sup>(3)</sup>



## 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) Joseph W. Craft III ("Craft") indirectly jointly owns 20,641,168 Common Units of AHGP through his joint ownership of Alliance Resource GP, LLC with Kathleen S. Craft.
- (2) Held through the JWC III Rev Trust, of which Mr. Craft is trustee.

These AHGP common units are held by certain entities and individuals (some of whom are current or former members of management of

(3) ARLP) other than Mr. Craft with whom he may be deemed to comprise a group under Rule 13d-5(b) of the Exchange Act. Mr. Craft disclaims beneficial ownership of the reported securities.

- These AHGP common units are held through Alliance Management Holdings III, LLC ("AMH III"), which acquired 600,000 Common
- (4) Units of AHGP in connection with the AMH Liquidation and the AMH II Liquidation. Mr. Craft is the sole director of AMH III and owns 42.43% of the membership interests in AMH III. Mr. Craft disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interests therein.

- The units involved are subject to a Transfer Restrictions Agreement that may cause the holders to comprise a group under Exchange Act
- (5) Rule 13d-5(b). A special committee of the board of directors of Alliance GP, LLC, the general partner of AHGP, authorized the release from the restrictions of the Transfer Restrictions Agreement of certain units of each holder that is subject to the agreement. The units "disposed of" reflected in column 4 are units so released. Mr. Craft is not selling these or any other AHGP units.

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.