

USA Compression Partners, LP
 Form 4
 May 28, 2014

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 *
 USA Compression Holdings, LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 712 FIFTH AVENUE, 51ST FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/27/2014

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

NEW YORK, NY 10019

4. 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

(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 Following 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)	Price		
Common Units	05/27/2014		S	729,630	D \$ 25.59	4,228,495	D (1) (2)

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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
USA Compression Holdings, LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	X	X			See Remarks
USA Compression GP, LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	X	X			See Remarks
R/C IV USACP Holdings, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	X	X			See Remarks
Riverstone/Carlyle Energy Partners IV, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	X	X			See Remarks
R/C Energy GP IV, LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	X	X			See Remarks

Signatures

/s/ Lauren E. Dean, Assistant Secretary and Assistant General Counsel, USA Compression Holdings, LLC 05/28/2014

__Signature of Reporting Person Date

/s/ Lauren E. Dean, Assistant Secretary and Assistant General Counsel, USA Compression GP, LLC 05/28/2014

__Signature of Reporting Person Date

/s/ Thomas J. Walker, R/C Energy GP IV, LLC, in its individ. capacity and in its capacity as general partner of Riverstone/Carlyle Energy Partners IV, L.P., in its individual capacity and in its capacity as general partner of R/C IV USACP Holdings, L.P. 05/28/2014

__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).
This Form 4 is filed jointly by USA Compression Holdings, LLC ("USAC Holdings"), USA Compression GP, LLC, R/C IV USACP Holdings, L.P. ("R/C IV"), Riverstone/Carlyle Energy Partners IV, L.P., the general partner of R/C IV ("R/C EP IV"), and R/C Energy GP IV, LLC, the general partner of R/C EP IV.
(1) R/C IV owns 97.6% of the limited liability company interests of USAC Holdings and is entitled to elect a majority of the members of the board of managers of USAC Holdings. Accordingly, R/C IV may be deemed to indirectly beneficially own the common units owned by USAC Holdings, but disclaims beneficial ownership except to the extent of its pecuniary interest therein.
(2)

Remarks:

Each of the reporting persons may be deemed a "director by deputization" of USA Compression Partners, LP (the "Issuer") by

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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