AXAR CAPITAL MANAGEMENT L.P.
Form 4
February 25, 2019

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
AXAR CAPITAL MANAGEMENT L.P.

(Last) (First) (Middle)

1330 AVENUE OF THE AMERICAS, 30TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
STONEMOR PARTNERS LP [STON]

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Units	02/21/2019		P		9,296	A	$ 3.59	7,514,091	I	See footnotes (1) (2)
Common Units	02/22/2019		P		2,158	A	$ 3.745	7,516,249	I	See footnotes (1) (2)

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

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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 or Number of Shares
Equity Swaps (obligation to buy)	(3)	02/21/2019		J/K		2,346		(3)	(3)	Common Units Representing Limited Partnership Interests	2,346

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AXAR CAPITAL MANAGEMENT L.P. 1330 AVENUE OF THE AMERICAS 30TH FLOOR NEW YORK, NY 10019		X		
Axar GP, LLC 1330 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10019		X		
Axelrod Andrew 1330 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10019		X		

Signatures

AXAR CAPITAL MANAGEMENT, LP, By: Axar GP LLC, its general partner, By:/s/ Andrew Axelrod, its Sole Member	02/25/2019
**Signature of Reporting Person	Date
AXAR GP LLC, By: /s/ Andrew Axelrod, its Sole Member	02/25/2019
**Signature of Reporting Person	Date
/s/ Andrew Axelrod	02/25/2019

**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) This Form 4 is filed by Axar Capital Management, LP (the "Investment Manager"), Axar GP LLC ("GP") and Mr. Andrew Axelrod, with respect to the Common Units Representing Limited Partnership Interests (the "Common Units") held by certain funds and/or managed accounts (collectively, the "Axar Vehicles"). The Investment Manager serves as the investment manager of the Axar Vehicles. GP is the general partner of Investment Manager. Mr. Andrew Axelrod serves as the sole member of the GP.

(2) Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons may be deemed to be the beneficial owner of the securities reported herein to the extent of his or its pecuniary interest therein, but disclaims beneficial ownership in excess of such amount; and pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

(3) On dates ranging from February 21, 2019 to February 22, 2019, the Reporting Person increased its equity swap position by 2,346 swaps at references prices ranging from $3.5902 to $3.7452. These cash-settled equity swaps can be settled at any time and shall continue until terminated as elected by the parties, and currently have an initial reference termination date of June 20, 2022. Upon settlement of the various swap agreements, either (i) the counterparty will pay to the Reporting Person in cash an amount determined in part by reference to any increase between the initial reference price and the market value of a notional number of Common Units on the applicable expiration date set set forth in Table II or (ii) the Reporting Person will pay to the counterparty in cash an amount determined in part by reference to any decrease between the initial reference price and the market value of the reference shares on the applicable expiration date listed in Table II.

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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