

Tallgrass Energy Partners, LP  
 Form 4  
 February 19, 2015

**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 \*  
 Tallgrass GP Holdings, LLC

(Last) (First) (Middle)

4200 W. 115TH STREET, SUITE 350

(Street)

LEAWOOD, KS 66211

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Tallgrass Energy Partners, LP [TEP]

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

02/17/2015

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 representing limited partner interests	02/17/2015		C		16,200,000 (1)	A	11 26,355,480
						I	See Footnote (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)

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**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 Security (Instr. 3 and 4)
Subordinated units representing limited partner interests	(1)	02/17/2015		C	16,200,000	(1) (1)	Common units representing limited partner interests

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tallgrass GP Holdings, LLC 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211		X		
Tallgrass Development GP, LLC 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211		X		
Tallgrass Development, LP 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211		X		
Tallgrass Operations, LLC 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211		X		

## Signatures

Tallgrass GP Holdings, LLC, /s/ George E. Rider, Executive Vice President, General Counsel and Secretary	02/19/2015
**Signature of Reporting Person	Date
Tallgrass Development GP, LLC, /s/ George E. Rider, Executive Vice President, General Counsel and Secretary	02/19/2015
**Signature of Reporting Person	Date
Tallgrass Development, LP, by Tallgrass Development GP, LLC, its general partner, /s/ George E. Rider, Executive Vice President, General Counsel and Secretary	02/19/2015
**Signature of Reporting Person	Date

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Tallgrass Operations, LLC, /s/ George E. Rider, Executive Vice President, General Counsel and Secretary

02/19/2015

\_\_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) Represents the conversion of 16,200,000 subordinated units representing limited partner interests (the "Subordinated Units") in Tallgrass Energy Partners, LP (the "Issuer"), which were converted into common units representing limited partner interests on a one-to-one basis upon the termination of the subordination period as set forth in the Amended and Restated Agreement of Limited Partnership of Tallgrass Energy Partners, LP, dated as of May 17, 2013. The Subordinated Units had no expiration date.

(2) This Form 4 is being filed jointly by Tallgrass GP Holdings, LLC ("Tallgrass GP Holdings"), Tallgrass Development GP, LLC ("Tallgrass Development GP"), Tallgrass Development, LP ("Tallgrass Development") and Tallgrass Operations, LLC ("Tallgrass Operations"). The securities of the Issuer are owned directly by Tallgrass Operations. Tallgrass GP Holdings directly owns 100% of the outstanding membership interests of Tallgrass Development GP. Tallgrass Development GP is the general partner of Tallgrass Development. Tallgrass Development directly owns 100% of the outstanding securities of Tallgrass Operations. Tallgrass GP Holdings, Tallgrass Development GP and Tallgrass Development may therefore be deemed to beneficially own securities of the Issuer owned directly by Tallgrass Operations.

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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