

STONEMOR PARTNERS LP
Form 4
January 04, 2017

FORM 4

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

OMB APPROVAL

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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 *
MILLER LAWRENCE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
President; CEO

C/O STONEMOR PARTNERS, L.P., 3600 HORIZON BOULEVARD

(Street)

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

TREVOSE, PA 19053

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common units representing limited partner interests	12/30/2016		A		92,418 ⁽¹⁾	A	\$ 8.57
					92,418 ⁽¹⁾	I	
Common units representing limited	01/01/2017		M		7,227 ⁽⁴⁾	A	⁽⁴⁾ 134,295
						D	

By StoneMor GP Holdings LLC ⁽²⁾ ⁽³⁾

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partner interests

Common units representing limited partner interests

01/01/2017 M 7,708⁽⁵⁾ A (5) 142,003 D

Common units representing limited partner interests

01/03/2017 S⁽⁶⁾ 3,260 D \$ 8.95⁽⁷⁾ 138,743 D

Common units representing limited partner interests

64,167 I By LDLM Associates, L.P.⁽⁸⁾

Common units representing limited partner interests

28,500 I By Osiris Investments, LP⁽⁹⁾

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)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Preemptive Right (right to purchase)	\$ 8.57 ⁽¹⁰⁾	12/30/2016		A	184,838 ⁽¹¹⁾	12/30/2016	01/19/2017	Common units representing limited

(10)								partner interests
Time Vested Units	(12)	01/01/2017	M	7,227	(12)	(12)		Common units representing limited partner interests
Time Vested Units	(13)	01/01/2017	M	7,708	(13)	(13)		Common units representing limited partner interests

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER LAWRENCE C/O STONEMOR PARTNERS, L.P. 3600 HORIZON BOULEVARD TREVOSE, PA 19053	X		President; CEO	

Signatures

/s/ Shirley Herman,
Attorney-in-Fact

01/04/2017

**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 proportionate interest of the Reporting Person in 2,332,878 common units of StoneMor Partners, L.P. (the "Partnership") issued and sold to StoneMor GP Holdings LLC ("GP Holdings") by the Partnership, which purchase was funded by the purchase of common units of GP Holdings (the "GP Holdings Units") by a trust for the pecuniary benefit of American Cemeteries Infrastructure Investors, LLC ("ACII") (collectively, the "Transaction").
 - (2) The Reporting Person is a director and a member of GP Holdings. The Reporting Person also holds membership interests in GP Holdings through LDLM Associates, L.P.
 - (3) The Reporting Person shares the power to vote or dispose of the common units held directly by GP Holdings and, therefore, may be deemed to have voting and investment power with respect to such common units. The Reporting Person disclaims beneficial ownership of the common units except to the extent of his pecuniary interest therein.
 - (4) On January 1, 2017, 7,227 time vested units ("Time Vested Units") vested pursuant to a Key Employee Unit Agreement, entered into as of December 31, 2015, by and between StoneMor GP LLC, a general partner of the Partnership, and the Reporting Person, except that the issuance of certificates evidencing common units is conditioned upon satisfying (i) certain provisions of the StoneMor Partners L.P. 2014 Long-Term Incentive Plan and (ii) the payment of all applicable taxes.
 - (5) On January 1, 2017, 7,708 Time Vested Units vested pursuant to a Key Employee Unit Agreement, entered into as of July 5, 2016, by and between StoneMor GP LLC, a general partner of the Partnership, and the Reporting Person, except that the issuance of certificates evidencing common units is conditioned upon satisfying (i) certain provisions of the StoneMor Partners L.P. 2014

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Long-Term Incentive Plan and (ii) the payment of all applicable taxes.

- (6) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 4, 2016 solely to satisfy the Reporting Person's tax obligations related to the vesting of the Time Vested Units.
- The price reported in Column 4 is a weighted average price. The common units representing limited partner interests were sold in multiple transactions at prices ranging from \$8.95-9.08, inclusive. The Reporting Person undertakes to provide to StoneMor Partners L.P., any holder of common units of StoneMor Partners L.P., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units sold at each separate price within the range set forth in this footnote (7) to this Form 4.
- (7) The Reporting Person is a grantor and trustee of Miller Revocable Trust, which is the general partner of LDLM Associates, L.P. The Reporting Person is also a limited partner of LDLM Associates, L.P., holding 98% of its limited partner interests.
- (8) The general partner of Osiris Investments, LP is Osiris Investments LLC. Lawrence Miller and William R. Shane are each a 50% member of Osiris Investments LLC and share investment and voting power over the securities held by Osiris Investments, LP. Mr. Miller and Mr. Shane file separate Section 16 reports.
- (9) Each of the remaining members of GP Holdings has a preemptive right to purchase from ACII their respective pro rata share of the GP Holdings Units purchased by ACII in the Transaction, based on their respective ownership interests in GP Holdings prior to the Transaction. The purchase price of such GP Holdings Units upon exercise of the preemptive rights is the same purchase price paid for the GP Holdings Units by ACII in the Transaction (which translates to a price of \$8.57 per underlying common unit of the Partnership).
- (10) If all holders of preemptive rights exercise their preemptive rights in full, the Reporting Persons's proportionate interest in the 2,332,878 common units held by GP Holdings will be 277,256 common units. If not all of the holders exercise their preemptive right, the remaining holders may purchase an over-allotment amount on a relative pro rata basis of those holders desiring an over-allotment amount.
- (11) On December 31, 2015, the Reporting Person was granted 21,681 Time Vested Units vesting in three equal annual installments pursuant to a Key Employee Unit Agreement, entered into as of December 31, 2015, by and between StoneMor GP LLC, a general partner of the Partnership, and the Reporting Person. Each Time Vested Unit represents a contingent right to receive one common unit representing a limited partner interest conditioned upon satisfying certain time and other conditions.
- (12) On July 5, 2016, the Reporting Person was granted 23,125 Time Vested Units vesting in three equal annual installments pursuant to a Key Employee Unit Agreement, entered into as of July 5, 2016, by and between StoneMor GP LLC, a general partner of the Partnership, and the Reporting Person. Each Time Vested Unit represents a contingent right to receive one common unit representing a limited partner interest conditioned upon satisfying certain time and other conditions.
- (13)

Remarks:

The filing of this statement shall not be construed as an admission (a) that the person filing this statement is, for the purposes of

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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