

USA Compression Partners, LP
Form 8-K
November 01, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): **November 1, 2013 (October 28, 2013)**

USA Compression Partners, LP

(Exact Name of Registrant as Specified in Charter)

Delaware	1-35779	75-2771546
(State or Other	(Commission File	(I.R.S. Employer
Jurisdiction of	Number)	Identification No.)
Incorporation)		

100 Congress Avenue
Suite 450
Austin, TX
(Address of Principal Executive Offices)

78701
(Zip Code)

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Registrant's telephone number, including area code: **(512) 473-2662**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On October 28, 2013, the Board of Managers of USA Compression Holdings, LLC, as sole member of USA Compression GP, LLC (the **General Partner**), the general partner of USA Compression Partners, LP, appointed John D. Chandler to serve as the eighth member of the Board of Directors of the General Partner (the **GP Board**), effective immediately. Mr. Chandler was appointed by the GP Board to the Audit Committee of the GP Board (the **Audit Committee**). Mr. Chandler was also appointed by the GP Board to serve as the Chair of the Audit Committee and qualifies as the audit committee financial expert. Mr. Chandler qualifies as the General Partner's third independent director under the rules of the Securities and Exchange Commission and the New York Stock Exchange. There are no arrangements or understandings between Mr. Chandler and any other persons pursuant to which he was appointed as a director. There are no relationships between Mr. Chandler and the General Partner or any related person of the General Partner that would require disclosure pursuant to Item 404(a) of Regulation S-K.

In connection with Mr. Chandler's appointment to the GP Board he is eligible to receive phantom unit grants under the USA Compression Partners, LP, 2013 Long-Term Incentive Plan. Mr. Chandler will receive an annual cash retainer of \$75,000 for his services on the GP Board.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

USA COMPRESSION PARTNERS, LP

By: USA Compression GP, LLC,
its General Partner

By: /s/ J. Gregory Holloway
J. Gregory Holloway
Vice President, General Counsel and Secretary

Dated November 1, 2013