

Emerge Energy Services LP
 Form 3/A
 June 27, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>INSIGHT EQUITY MANAGEMENT Co LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O EMERGE ENERGY SERVICES LP, 1400 CIVIC PLACE, SUITE 250</p> <p>(Street)</p> <p>SOUTHLAKE, TX 76092</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/08/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Emerge Energy Services LP [EMES]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>05/14/2013</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units (Limited Partner Interests)	9,397,129 (4) (5)	I (1) (2) (3)	BY SSR
Common Units (Limited Partner Interests)	1,019,212 (4) (5)	I (1) (2) (3)	BY AEC

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INSIGHT EQUITY MANAGEMENT Co LLC C/O EMERGE ENERGY SERVICES LP 1400 CIVIC PLACE, SUITE 250 SOUTHLAKE, TX 76092	X	X	X	See Remarks
BENESKI TED W C/O EMERGE ENERGY SERVICES LP 1400 CIVIC PLACE, SUITE 250 SOUTHLAKE, TX 76092	X	X	X	See Remarks
VESCOVO VICTOR L C/O EMERGE ENERGY SERVICES LP 1400 CIVIC PLACE, SUITE 250 SOUTHLAKE, TX 76092	X	X	X	See Remarks
Insight Equity GP I LP C/O EMERGE ENERGY SERVICES LP 1400 CIVIC PLACE, SUITE 250 SOUTHLAKE, TX 76092	X	X	X	See Remarks
SUPERIOR SILICA RESOURCES LLC C/O EMERGE ENERGY SERVICES LP 1400 CIVIC PLACE, SUITE 250 SOUTHLAKE, TX 76092	X	X	X	See Remarks

Signatures

/s/ Ted W. Beneski Authorized Signatory of Insight Equity Management Company LLC	06/27/2014
__Signature of Reporting Person	Date
/s/ Ted W. Beneski Superior Silica Resources LLC	06/27/2014
__Signature of Reporting Person	Date
/s/ Ted W. Beneski Insight Equity GP I LP	06/27/2014
__Signature of Reporting Person	Date
/s/ Ted W. Beneski	06/27/2014
__Signature of Reporting Person	Date
/s/ Victor L. Vescovo	06/27/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 3 is filed jointly by Superior Silica Resources LLC ("SSR"), as direct holders of the Common Units, and by Insight Equity Management Company LLC ("Insight Equity"), Insight Equity GP I LP ("GP"), Ted W. Beneski and Victor L. Vescovo, as controlling persons with respect to SSR and AEC Resources LLC ("AEC"), in connection with the effectiveness of the Issuer's Registration

(1) Statement on Form S-1 (Registration No. 333-187487) (the "Registration Statement"). Insight Equity is the investment manager to GP and GP is the general partner of Insight Equity 1 LP ("Fund 1"). SSR and AEC are each indirect subsidiaries of Fund 1. As such Insight Equity and GP have the shared power to vote and dispose of the Common Units held by SSR and AEC, and as such, may be deemed to indirectly beneficially own the securities held by SSR and AEC.

(2) As of the effectiveness of the Registration Statement, SSR owned 98% limited partnership interest in the Issuer. The board of directors and executive officers of Emerge Energy Services GP LLC (the "General Partner") manage the Issuer. All members of the board of directors of the General Partner will be designated by Insight Equity.

(3) Ted W. Beneski and Victor L. Vescovo are the controlling equity owners of Fund I and its other affiliated funds, which together own a controlling interest in Emerge Energy Services Holdings LLC, the entity which will own the General Partner upon consummation of this offering. Messrs. Beneski and Vescovo, by virtue of being controlling equity owners of Insight Equity and GP, may be deemed to beneficially own the securities held by each of SSR and AEC, but disclaim beneficial ownership except to the extent of their pecuniary interest therein.

(4) As described in the Registration Statement, in connection with the closing of the initial public offering of the Issuer, SSR and AEC contribute certain assets to the Issuer and receive 10,416,341 common units representing a 44.9% limited partner interest in the Issuer. The Issuer also redeems for nominal consideration the current 98% limited partner interest in the Issuer held by SSR. The foregoing gives effect to the partial exercise by the underwriters of their option to acquire additional units.

(5) In connection with the closing of the initial public offering of the Issuer, the General Partner will own approximately 1 general partner unit, representing its 0.0% general partner interest in the Issuer.

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Remarks:

EachÂ ofÂ TedÂ W.Â BeneskiÂ andÂ VictorÂ L.Â VescovoÂ areÂ alsoÂ directorsÂ ofÂ theÂ GeneralÂ Partner.

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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