

USA Compression Partners, LP

Form SC 13D/A

May 29, 2014

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

SCHEDULE 13D
(Amendment No. 1)*

Under the Securities Exchange Act of 1934

USA COMPRESSION PARTNERS, LP
(Name of Issuer)

Common Units
(Title of Class of Securities)

90290N109
(CUSIP Number)

H. Steven Walton
Frederic Dorwart, Lawyers
124 East Fourth Street
Tulsa, Oklahoma 74103
(918) 583-9922

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

May 19, 2014
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSON

Argonaut Private Equity, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Oklahoma

NUMBER OF	7	SOLE VOTING POWER
SHARES		6,615,767
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		
EACH		0
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		
WITH		6,615,767
	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,615,767

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.95%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

1 NAMES OF REPORTING PERSON

Steven R. Mitchell.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER
SHARES		156,805
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		6,772,572
EACH		SOLE DISPOSITIVE POWER
REPORTING	9	
PERSON		156,805
WITH	10	SHARED DISPOSITIVE POWER
		6,772,572

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,772,572

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.31%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAMES OF REPORTING PERSON

Don P. Millican

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER
SHARES		74,253
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		6,690,020
EACH		SOLE DISPOSITIVE POWER
REPORTING	9	
PERSON		74,253
WITH	10	SHARED DISPOSITIVE POWER
		6,690,020

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,690,020

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.12%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAMES OF REPORTING PERSON

Frederic Dorwart

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER
SHARES		7,425
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		6,623,192
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		7,425
PERSON	10	SHARED DISPOSITIVE POWER
WITH		6,623,192

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,623,192

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.97%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAMES OF REPORTING PERSON

Ken Kinnear

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER
SHARES		2,970
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		6,618,737
EACH		SOLE DISPOSITIVE POWER
REPORTING	9	
PERSON		2,970
WITH	10	SHARED DISPOSITIVE POWER
		6,618,737

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,618,737

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.96%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAMES OF REPORTING PERSON

George B. Kaiser

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER
SHARES		7,425
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		6,623,192
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		7,425
PERSON	10	SHARED DISPOSITIVE POWER
WITH		6,623,192

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,623,192

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.97%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Item 1. Security and Issuer

Item 1 is hereby amended by deleting Item 1 of the Initial 13D in its entirety and replacing it with the following:

The Schedule 13D filed with the Securities and Exchange Commission on September 6, 2013 by the Reporting Persons (defined below) with respect to the common units (the "Common Units"), of USA Compression Partners, LP (the "Issuer" or the "Company") is hereby amended by this Amendment No. 1 to furnish the additional information set forth herein. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Initial 13D. The principal executive office address of the Issuer is 100 Congress Avenue, Suite 450, Austin, Texas 78701.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended by deleting Item 3 of the Initial 13D in its entirety and replacing it with the following:

- As of the date hereof, Argonaut owns 6,615,767 Common Units. Argonaut's consideration for the Common Units was the sale of certain assets of S&R Compression, LLC ("S&R") as described in Item 4.
- As of the date hereof, Mr. Mitchell owns 156,805 Common Units. Mr. Mitchell's consideration for the Common Units was the sale of certain assets of S&R as described in Item 4.
- As of the date hereof, Mr. Millican owns 74,253 Common Units. Mr. Millican's consideration for the Common Units was the sale of certain assets of S&R as described in Item 4.
- As of the date hereof, Mr. Dorwart owns 7,425 Common Units. Mr. Dorwart's consideration for the Common Units was the sale of certain assets of S&R as described in Item 4.
- As of the date hereof, Mr. Kinnear owns 2,970 Common Units. Mr. Kinnear's consideration for the Common Units was the sale of certain assets of S&R as described in Item 4.
- As of the date hereof, Mr. Kaiser owns 7,425 Common Units. Mr. Kaiser's consideration for the Common Units was the sale of certain assets of S&R as described in Item 4.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended by deleting Item 5 of the Initial 13D in its entirety and replacing it with the following:

(a) and (b) As of May 27, 2014, there were 30,190,362 Common Units and 14,048,588 subordinated units outstanding based on the information contained in the Issuer's Prospectus filed on May 14, 2014 and information subsequently disclosed.

As of the date hereof, Argonaut directly owns 6,615,767 Common Units (approximately 14.95%).

As of the date hereof, Mr. Mitchell directly owns 156,805 Common Units (approximately 0.35%). As the manager of Argonaut, Mr. Mitchell is in possession of sole voting and investment power of the Common Units held by Argonaut and may also be deemed to beneficially own the 6,615,767 Common Units held by Argonaut. Argonaut disclaims beneficial ownership of 156,805 Common Units directly owned by Mr. Mitchell. As of the date hereof, Mr. Mitchell may be deemed the beneficial owner of 6,772,572 Common Units (approximately 15.31% of the Common Units outstanding).

As of the date hereof, Mr. Millican directly owns 74,253 Common Units (approximately 0.17%). As the manager of Argonaut, Mr. Millican is in possession of sole voting and investment power of the Common Units held by Argonaut and may also be deemed to beneficially own the 6,615,767 Common Units held by Argonaut. Argonaut disclaims beneficial ownership of 74,253 Common Units directly owned by Mr. Millican. As of the date hereof, Mr. Millican may be deemed the beneficial owner of 6,690,020 Common Units (approximately 15.127% of the Common Units outstanding).

As of the date hereof, Mr. Dorwart directly owns 7,425 Common Units (approximately 0.02%). As the manager of Argonaut, Mr. Dorwart is in possession of sole voting and investment power of the Common Units held by Argonaut and may also be deemed to beneficially own the 6,615,767 Common Units held by Argonaut. Argonaut disclaims beneficial ownership of 7,425 Common Units directly owned by Mr. Dorwart. As of the date hereof, Mr. Dorwart may be deemed the beneficial owner of 6,623,192 Common Units (approximately 14.97% of the Common Units outstanding).

As of the date hereof, Mr. Kinnear directly owns 2,970 Common Units (approximately 0.01%). As the manager of Argonaut, Mr. Kinnear is in possession of sole voting and investment power of the Common Units held by Argonaut and may also be deemed to beneficially own the 6,615,767 Common Units held by Argonaut. Argonaut disclaims beneficial ownership of 2,970 Common Units directly owned by Mr. Kinnear. As of the date hereof, Mr. Kinnear may be deemed the beneficial owner of 6,618,737 Common Units (approximately 14.96% of the Common Units outstanding).

As of the date hereof, Mr. Kaiser directly owns 7,425 Common Units (approximately 0.02%). As the sole member of Argonaut, Mr. Kaiser is in indirect possession of sole voting and investment power of the Common Units held by Argonaut and may also be deemed to beneficially own the 6,615,767 Common Units held by Argonaut. Argonaut disclaims beneficial ownership of 7,425 Common Units directly owned by Mr. Kaiser. As of the date hereof, Mr. Kaiser may be deemed the beneficial owner of 623,192 Common Units (approximately 14.97% of the Common Units outstanding).

(c) During the last 60 days, the Reporting Persons sold the following Common Units:

Argonaut: Date	Quantity	Price per Share	Transaction Effected
05/19/2014	173,897	\$ 24.696	Resale in connection with Public Offering
05/27/2014	260,370	\$ 24.696	Resale in connection with Public Offering

(d) Not Applicable.

(e) Not Applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended by deleting Item 6 of the Initial 13D in its entirety and replacing it with the following:

Exhibit 99.1 Joint Filing Undertaking.

Item 7. Material to be Filed as Exhibits

Exhibit 99.1

Joint Filing Agreement filed with Initial 13D and incorporated herein by reference.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: May 29, 2014

ARGONAUT PRIVATE EQUITY,
L.L.C.

/s/ Frederic Dorwart
Frederic Dorwart
Manager

/s/ Frederic Dorwart
FREDERIC DORWART

/s/ Steven R. Mitchell
STEVEN R. MITCHELL

/s/ Ken Kinnear
KEN KINNEAR

/s/ Don P. Millican
DON P. MILLICAN

/s/ George B. Kaiser
GEORGE B. KAISER
