

Cypress Energy Partners, L.P.

Form 8-K

June 08, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 5, 2015**

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**Cypress Energy Partners, L.P.**

**(Exact name of registrant as specified in its charter)**

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**Delaware**

**001-36260 61-1721523**

(State or other jurisdiction (Commission (I.R.S. Employer

of incorporation)

File Number) Identification No.)

**5727 S. Lewis Avenue, Suite 300**

**Tulsa, Oklahoma 74105**

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(Address of principal executive offices and zip code)

**(918) 748-3900**

(Registrant's telephone number, including area code)

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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:

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 8.01 Other Events.**

Cypress Energy Partners, L.P. (the “Partnership”) will be filing a registration statement on Form S-3, which incorporates by reference the contents of this Current Report on Form 8-K. The Partnership’s material subsidiaries (the “Guarantors”) will be co-registrants with the Partnership, and the registration statement will register a guarantee of debt securities by the Guarantors. At such time, the Guarantors will become subject to the requirements of Rule 3-10 of Regulation S-X regarding financial statements of guarantors and issuers of guaranteed securities registered or being registered. However, in accordance with Instruction 1 to Rule 3-10(f), separate financial information relating to the Guarantors is not required to be provided.

This Current Report on Form 8-K was prepared to amend the Partnership’s unaudited financial statements as of March 31, 2015 and 2014 and for the three months ended March 31, 2015 and 2014 to include Note 13 Condensed Consolidated Financial Statements, providing statements as required by Instruction 1 to Rule 3-10(f) of Regulation S-X that the Partnership is a holding company and has no independent assets or operations of its own, the guarantees are full and unconditional and joint and several, any subsidiaries of the Partnership other than the Guarantors are minor, and that there are no restrictions on the Partnership’s ability to obtain cash dividends or other distributions of funds from the Guarantors.

The Partnership has not otherwise updated the financial information for activities or events occurring after the date this information was originally presented in the Partnership’s Form 10-Q for the three months ended March 31, 2015.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Unaudited financial statements as of March 31, 2015 and 2014 and for the three months ended March 31, 2015 and 2014.
<i>101.INS**</i>	<i>XBRL Instance</i>
<i>101.SCH**</i>	<i>XBRL Taxonomy Extension Schema</i>
<i>101.CAL**</i>	<i>XBRL Taxonomy Extension Calculation</i>
<i>101.DEF**</i>	<i>XBRL Taxonomy Extension Definition</i>
<i>101.LAB**</i>	<i>XBRL Taxonomy Extension Labels</i>

101.PRE\*\*

*XBRL Taxonomy Extension Presentation*

\*\* XBRL

*information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.*

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**SIGNATURES**

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.

**Cypress Energy Partners, L.P.**

By: Cypress Energy Partners GP, LLC, its general partner

Dated: June 5, 2015 By: /s/ G. Les Austin

Name: G. Les Austin

Title: Chief Financial Officer

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## EXHIBIT INDEX

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