

EIG VETERAN EQUITY AGGREGATOR, L.P.

Form 3

April 02, 2018

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**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)

1. Name and Address of Reporting  
Person \*  
Â EIG VETERAN EQUITY  
AGGREGATOR, L.P.

(Last) (First) (Middle)

1700 PENNSYLVANIA AVE  
NW, STE. 800

(Street)

WASHINGTON,Â DCÂ 20006

(City) (State) (Zip)

2. Date of Event Requiring  
Statement  
(Month/Day/Year)  
04/02/20183. Issuer Name **and** Ticker or Trading Symbol  
USA Compression Partners, LP [USAC]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)5. 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**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)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)Title Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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|                                    |            |            |              | Shares    |          | or Indirect<br>(I)<br>(Instr. 5) |   |
|------------------------------------|------------|------------|--------------|-----------|----------|----------------------------------|---|
| Series A Perpetual Preferred Units | Â (1)      | Â (1)      | Common Units | (1)       | \$ 0     | D                                | Â |
| Warrant to Purchase Common Units   | 04/02/2019 | 04/02/2028 | Common Units | 4,206,641 | \$ 17.03 | D                                | Â |
| Warrant to Purchase Common Units   | 04/02/2019 | 04/02/2028 | Common Units | 8,413,281 | \$ 19.59 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                                      | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                     | Director      | 10% Owner | Officer | Other |
| EIG VETERAN EQUITY AGGREGATOR, L.P.<br>1700 PENNSYLVANIA AVE NW, STE. 800<br>WASHINGTON,Â DCÂ 20006 | Â X           | Â         | Â       | Â     |

## Signatures

EIG Veteran Equity Aggregator, L.P.; By: EIG Veteran Equity GP, LLC, its general partner;  
By: EIG Asset Management, LLC, its managing member; By: /s/ Randall S. Wade, Chief  
Operating Officer; By: /s/ Robert L. Vitale, General Counsel

04/02/2018

\_\_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).

(1) On April 2, 2018, EIG Veteran Equity Aggregator, L.P. ("EIG Aggregator") completed its acquisition of 420,664.07351 Series A Perpetual Preferred Units (the "Preferred Units") of the Issuer. Certain of the Preferred Units become convertible into common units of the Issuer ("Common Units") on an annual basis beginning on the third anniversary of the close of the Acquisition (the "Closing"), with all of the Preferred Units becoming convertible beginning on the fifth anniversary of the Closing. Each Preferred Unit is convertible into a number of Common Units equal to the \$1,000 (plus accrued and unpaid distributions) divided by \$20.0115, subject to certain adjustments.

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### Remarks:

MatthewÂ Hartman,Â SeniorÂ ViceÂ PresidentÂ ofÂ EIGÂ AssetÂ ManagementÂ LLC,Â theÂ soleÂ memberÂ ofÂ EIGÂ

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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