

STONEMOR PARTNERS LP
Form 4
February 03, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
SHANE WILLIAM ROBERT

2. Issuer Name and Ticker or Trading Symbol
STONEMOR PARTNERS LP
[STON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O STONEMOR PARTNERS L.P., 3600 HORIZON BOULEVARD

(Street)

4. 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

TREVOSE, PA 19053

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common units representing limited partner interests	02/01/2017		P ⁽¹⁾		274	A	\$ 10.76 <u>(2)</u>
Common units representing limited	02/02/2017		P ⁽¹⁾		180	A	\$ 10.93 <u>(3)</u>

partner
interests

Common
units
representing
limited
partner
interests

72,872 ⁽⁴⁾ I

By StoneMor
GP Holdings
LLC ⁽⁵⁾ ⁽⁶⁾

Common
units
representing
limited
partner
interests

64,167 I

By Ten
Twenty, L.P.
⁽⁷⁾

Common
units
representing
limited
partner
interests

28,500 I

By Osiris
Investments,
LP ⁽⁸⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

SHANE WILLIAM ROBERT
 C/O STONEMOR PARTNERS L.P.
 3600 HORIZON BOULEVARD
 TREVOSE, PA 19053

X

Signatures

/s/ Shirley Herman,
 Attorney-in-Fact

02/03/2017

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 13, 2015.

The price reported in Column 4 is a weighted average price. The common units were purchased in multiple transactions at prices ranging from \$10.75-10.95 inclusive. The Reporting Person undertakes to provide to StoneMor Partners L.P. (the "Partnership"), any holder of common units of the Partnership, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the range set forth in this footnote (2) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. The common units were purchased in multiple transactions at prices ranging from \$10.93-10.94 inclusive. The Reporting Person undertakes to provide to the Partnership, any holder of common units of the Partnership, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the range set forth in this footnote (3) to this Form 4.
- (3) Represents the proportionate interest of the Reporting Person in 2,332,878 common units of the Partnership issued and sold to StoneMor GP Holdings LLC ("GP Holdings") by the Partnership, which purchase was funded by the purchase of common units of GP Holdings by a trust for the pecuniary benefit of American Cemeteries Infrastructure Investors, LLC.
- (4) The Reporting Person is a member of GP Holdings. The Reporting Person also holds membership interests in GP Holdings through Ten Twenty, L.P.
- (5) The Reporting Person disclaims beneficial ownership of the common units except to the extent of his pecuniary interest therein.
- (6) The Reporting Person is a general partner of Ten Twenty, L.P.
- (7) The general partner of Osiris Investments, LP is Osiris Investments LLC. Lawrence Miller and William R. Shane are each a 50% member of Osiris Investments LLC and share investment and voting power over the securities held by Osiris Investments, LP. Mr. Miller and Mr. Shane file separate Section 16 reports.
- (8)

Remarks:

The filing of this statement shall not be construed as an admission (a) that the person filing this statement is, for the purposes of

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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