

STONEMOR PARTNERS LP

Form 4

January 04, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FREEDMAN ALLEN**

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)  
12/30/2016

☒ 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<br>Security<br>(Instr. 3)                              | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|---|--|--|--|---|
| Common<br>units<br>representing<br>limited<br>partner<br>interests | 12/30/2016                              |   | A                                       | 1,405<br>(1)   | A \$<br>8.57 1,405 (1)   | I  | By<br>StoneMor<br>GP<br>Holdings<br>LLC (2) (3)                   |
| Common<br>units<br>representing<br>limited                         |   |   |   |  | 20,832   | D  |   |

partner  
interests

Common  
units  
representing  
limited  
partner  
interests

21,798

I

By wife

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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|--|--|---|---|--------------------------------------|---|--|---|
| Preemptive<br>right (right<br>to<br>purchase)<br>(4) | \$ 8.57 (4)  | 12/30/2016                              |   | A                                    | 2,811<br>(5)  | 12/30/2016 01/19/2017  | Common<br>units<br>representing<br>limited<br>partner<br>interests  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| FREEDMAN ALLEN<br>C/O STONEMOR PARTNERS L.P.<br>3600 HORIZON BOULEVARD<br>TREVOSE, PA 19053 | X             |           |         |       |

## Signatures

/s/ Shirley Herman,  
Attorney-in-Fact

01/04/2017

\_\_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) Represents the proportionate interest of the Reporting Person in 2,332,878 common units of StoneMor Partners, L.P. (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 (the "GP Holdings Units") by a trust for the pecuniary benefit of American Cemeteries Infrastructure Investors, LLC ("ACII") (collectively, the "Transaction").
  - (2) The Reporting Person is a member of GP Holdings.
  - (3) The Reporting Person disclaims beneficial ownership of the common units except to the extent of his pecuniary interest therein.

Each of the remaining members of GP Holdings has a preemptive right to purchase from ACII their respective pro rata share of the GP Holdings Units purchased by ACII in the Transaction, based on their respective ownership interests in GP Holdings prior to the Transaction. The purchase price of such GP Holdings Units upon exercise of the preemptive rights is the same purchase price paid for the GP Holdings Units by ACII in the Transaction (which translates to a price of \$8.57 per underlying common unit of the Partnership).
  - (4) Represents the Reporting Persons's proportionate interest in the aggregate number of common units underlying the preemptive rights. If all holders of preemptive rights exercise their preemptive rights in full, the Reporting Persons's proportionate interest in the 2,332,878 common units held by GP Holdings will be 4,216 common units. If not all of the holders exercise their preemptive right, the remaining holders may purchase an over-allotment amount on a relative pro rata basis of those holders desiring an over-allotment amount.
  - (5)

### 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 the Securities Exchange Act of 1934, as amended, the beneficial owner of any equity securities covered by this statement, or (b) that the person is legally required to be filed by such person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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