

Sanchez Production Partners LP
Form SC 13D/A
February 22, 2017

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

SANCHEZ PRODUCTION PARTNERS LP
(Name of Issuer)

COMMON UNITS
(Title of Class of Securities)

79971C201
(CUSIP Number)

Adrienne Saunders
General Counsel
c/o Stonepeak Infrastructure Partners
717 Fifth Avenue, 25th Floor
New York, NY 10022
212-907-5100
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 20, 2017
(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 the disclosures provided in a prior cover page.

The information required in 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).

SCHEDULE 13D

CUSIP No: 79971C201 Page 2 of 14 Pages

1 NAMES OF REPORTING PERSONS
STONEPEAK CATARINA HOLDINGS LLC
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

3 (a)
(b)
SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER
0

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

9 SHARED VOTING POWER
31,209,481 (1)
SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
31,209,481 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,209,481 (1)

12

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

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

70.2%

14 TYPE OF REPORTING PERSON
OO

1. This amount includes 31,000,887 Class B Preferred Units, which are convertible into Common Units on a one-for-one basis at any time.

SCHEDULE 13D

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1	NAMES OF REPORTING PERSONS
2	STONEPEAK CATARINA UPPER HOLDINGS LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
3	(a) (b) SEC USE ONLY
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
7	SOLE VOTING POWER 0
8	SHARED VOTING POWER 31,209,481 (1)
9	SOLE DISPOSITIVE POWER 0
10	SHARED DISPOSITIVE POWER 31,209,481 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 31,209,481 (1)
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

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

70.2%

14 TYPE OF REPORTING PERSON
OO, HC

1. This amount includes 31,000,887 Class B Preferred Units, which are convertible into Common Units on a one-for-one basis at any time.

SCHEDULE 13D

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NAMES OF REPORTING PERSONS

1 STONEPEAK INFRASTRUCTURE
FUND (ORION AIV) LP
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
2 INSTRUCTIONS)

(a)
(b)
SEC USE ONLY

3
4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

AF
CHECK IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
5 REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

SOLE VOTING POWER
7 0

NUMBER OF
SHARES
BENEFICIALLY OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
31,209,481 (1)

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
31,209,481 (1)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

31,209,481 (1)

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	70.2%
14	TYPE OF REPORTING PERSON PN, HC

1. This amount includes 31,000,887 Class B Preferred Units, which are convertible into Common Units on a one-for-one basis at any time.

SCHEDULE 13D

CUSIP No: 79971C201 Page 5 of 14 Pages

1	NAMES OF REPORTING PERSONS
	STONEPEAK ASSOCIATES LLC
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)
	AF
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
7	0
8	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER
	31,209,481 (1)
	SOLE DISPOSITIVE POWER
9	0
	SHARED DISPOSITIVE POWER
10	31,209,481 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	31,209,481 (1)
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	70.2%
14	TYPE OF REPORTING PERSON OO, HC

1. This amount includes 31,000,887 Class B Preferred Units, which are convertible into Common Units on a one-for-one basis at any time.

SCHEDULE 13D

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NAMES OF REPORTING PERSONS

1

STONEPEAK GP HOLDINGS LP

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

2

(a)
(b)
SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

8 31,209,481 (1)

SOLE DISPOSITIVE POWER

9 0

SHARED DISPOSITIVE POWER

10 31,209,481 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

31,209,481 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11)

12

EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

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

70.2%

14 TYPE OF REPORTING PERSON
PN, HC

1. This amount includes 31,000,887 Class B Preferred Units, which are convertible into Common Units on a one-for-one basis at any time.

SCHEDULE 13D

CUSIP No: 79971C201 Page 7 of 14 Pages

NAMES OF REPORTING PERSONS

1

STONEPEAK GP INVESTORS LLC

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

2

(a)
(b)
SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

8 31,209,481 (1)

SOLE DISPOSITIVE POWER

9 0

SHARED DISPOSITIVE POWER

10 31,209,481 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

31,209,481 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11)

12

EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

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

70.2%

14 TYPE OF REPORTING PERSON
OO, HC

1. This amount includes 31,000,887 Class B Preferred Units, which are convertible into Common Units on a one-for-one basis at any time.

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CUSIP No: 79971C201 Page 8 of 14 Pages

1	NAMES OF REPORTING PERSONS
2	STONEPEAK GP INVESTORS MANAGER LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
3	(a) (b) SEC USE ONLY
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
7	SOLE VOTING POWER 0
8	SHARED VOTING POWER 31,209,481 (1)
9	SOLE DISPOSITIVE POWER 0
10	SHARED DISPOSITIVE POWER 31,209,481 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 31,209,481 (1)
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

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

70.2%

14 TYPE OF REPORTING PERSON
OO, HC

1. This amount includes 31,000,887 Class B Preferred Units, which are convertible into Common Units on a one-for-one basis at any time.

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CUSIP No: 79971C201 Page 9 of 14 Pages

1	NAMES OF REPORTING PERSONS
	MICHAEL DORRELL
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)
	AF
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States of America
	SOLE VOTING POWER
7	0
8	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER
	31,209,481 (1)
	SOLE DISPOSITIVE POWER
9	0
	SHARED DISPOSITIVE POWER
10	31,209,481 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	31,109,481 (1)
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

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

70.2%

14 TYPE OF REPORTING PERSON
IN, HC

1. This amount includes 31,000,887 Class B Preferred Units, which are convertible into Common Units on a one-for-one basis at any time.

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NAMES OF REPORTING PERSONS

1

TRENT VICHIE

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

2

(a)
(b)
SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

8 31,209,481 (1)

SOLE DISPOSITIVE POWER

9 0

SHARED DISPOSITIVE POWER

10 31,209,481 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

31,209,481 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11)

12

EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

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

70.2%

14 TYPE OF REPORTING PERSON
IN, HC

1. This amount includes 31,000,887 Class B Preferred Units, which are convertible into Common Units on a one-for-one basis at any time.

SCHEDULE 13D

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Item 1. Security and Issuer

Item 1 of the Schedule 13D is hereby amended by adding the following:

This Amendment No. 2 to Schedule 13D (“Amendment No. 2”) is being filed by the undersigned, pursuant to §240.13d-2(a), with respect to the Common Units (the “Common Units”) of Sanchez Production Partners LP (the “Issuer”) that the Reporting Persons are deemed to beneficially own directly and through ownership of Class B Preferred Units (“Preferred Units”) of the Issuer. The Issuer’s principal executive offices are located at 1000 Main Street, Suite 3000, Houston, Texas 77002. This Amendment No. 2 amends and supplements the statement on the Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on October 26, 2015, as amended by Amendment No. 1, filed with the SEC on January 27, 2017 (collectively the “Schedule 13D”). Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used herein and not otherwise defined in this Amendment No. 2 have the meanings set forth in the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by adding the following:

At the election of the Board, and with the consent of Stonepeak Catarina Holdings LLC, the Issuer has elected to pay a portion of the fourth quarter 2016 distribution on the Preferred Units in the form of 208,594 unregistered Common Units (the “Subject Common Units”). The Subject Common Units are payable on February 28, 2017 to Preferred Unit holders of record on February 20, 2017. Stonepeak Catarina Holdings LLC was the only Preferred Unit holder of record on February 20, 2017.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended by adding the following:

(a) As of the date hereof, each of the Reporting Persons may be deemed to beneficially own 31,209,481 Common Units, which amount include 31,000,887 Common Units issuable upon the conversion of the 31,000,887 Preferred Units, held by Stonepeak Catarina Holdings LLC. This amount represents approximately 70.2% of the outstanding Common Units.

The foregoing beneficial ownership percentages are based on 44,462,925 Common Units outstanding, which is the sum of the 13,253,444 Common Units reported as outstanding as of November 22, 2016, upon closing of an offering and private placement described by the Issuer in a prospectus on Form 424B4 filed November 18, 2016 plus, for purposes of calculating beneficial ownership pursuant to Rule 13d-3(d)(1)(i) under the Act, the 208,594 Common Units issuable in connection with the fourth quarter 2016 distribution on the Preferred Units beneficially owned by the Reporting Persons and the 31,000,887 Common Units issuable upon the conversion of the Preferred Units beneficially owned by the Reporting Persons.

(b) The Reporting Persons have shared voting power and shared dispositive power with regard to the 31,209,481 Common Units reported herein, including the 31,000,887 Common Units obtainable upon conversion of the 31,000,887 Preferred Units.

(c) Other than as described in this Amendment No. 2, there were no transactions in Preferred Units or Common Units by the Reporting Persons since the filing of Amendment No. 1 on January 27, 2017.

(d) Except as set forth in the Schedule 13D, no person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Units that may be deemed to be beneficially owned by the Reporting Persons.

(e) This Item 5(e) is not applicable.

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

Item 6 of the Schedule 13D is hereby amended by adding the following:

In consideration for Stonepeak Catarina Holdings LLC accepting the Subject Common Units, the Issuer agreed to, among other things: (x) by no later than the close of business on the second business day following the date on which the Issuer files its annual report on Form 10-K for the year ended December 31, 2016, file a registration statement on Form S-3 with the SEC to register the resale by Stonepeak Catarina Holdings LLC and its affiliates of the Subject Common Units; (y) undertake commercially reasonable efforts to have such registration statement declared effective by no later than April 14, 2017; and (z) prepare and file a supplemental listing application with the NYSE MKT to list the Subject Common Units by no later than March 10, 2017.

SCHEDULE 13D

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SIGNATURE

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

STONEPEAK CATARINA HOLDINGS LLC

By: STONEPEAK CATARINA UPPER HOLDINGS LLC, its managing member

By: STONEPEAK INFRASTRUCTURE FUND (ORION AIV) LP, its managing member

By: STONEPEAK ASSOCIATES LLC, its general partner

By: STONEPEAK GP HOLDINGS LP, its sole member

By: STONEPEAK GP INVESTORS LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: /s/ Michael Dorrell

Name: Michael Dorrell

Title: Managing Member

STONEPEAK CATARINA UPPER HOLDINGS LLC

By: STONEPEAK INFRASTRUCTURE FUND (ORION AIV) LP, its managing member

By: STONEPEAK ASSOCIATES LLC, its general partner

By: STONEPEAK GP HOLDINGS LP, its sole member

By: STONEPEAK GP INVESTORS LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: /s/ Michael Dorrell

Name: Michael Dorrell

Title: Managing Member

STONEPEAK INFRASTRUCTURE FUND (ORION AIV) LP

By: STONEPEAK ASSOCIATES LLC, its general partner

By: STONEPEAK GP HOLDINGS LP, its sole member

By: STONEPEAK GP INVESTORS LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: /s/ Michael Dorrell

Name: Michael Dorrell

Title: Managing Member

STONEPEAK ASSOCIATES LLC

By: STONEPEAK GP HOLDINGS LP, its sole member

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By: STONEPEAK GP INVESTORS LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: /s/ Michael Dorrell

Name: Michael Dorrell

Title: Managing Member

SCHEDULE 13D

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STONEPEAK GP HOLDINGS LP

By: STONEPEAK GP INVESTORS LLC, its general partner
By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member
By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Managing Member

STONEPEAK GP INVESTORS LLC

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member
By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Managing Member

STONEPEAK GP
INVESTORS
MANAGER LLC

By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Managing Member

By: /s/ Michael Dorrell
Name: Michael Dorrell

By: /s/ Trent Vichie
Name: Trent Vichie

February 22, 2017

Attention: Intentional misstatements or omissions of act constitute federal violations (see 18 U.S.C. 1001).
