

CEDAR FAIR L P  
 Form 144  
 February 24, 2016

OMB APPROVAL  
 OMB Number 3235-0101  
 Expires: May 31,  
 2017  
 Estimated average burden  
 hours per response 1.00

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

SEC USE ONLY  
 DOCUMENT SEQUENCE NO.

CUSIP NUMBER

WORK LOCATION

**FORM 144**

**NOTICE OF PROPOSED SALE OF SECURITIES**

**PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker*

1(a) NAME OF ISSUER (Please type or print)

**Cedar Fair, L.P.**

(b) IRS IDENT. NO.

**34-1560655**

(c) S.E.C. FILE NO.

**001-09444**

1(d) ADDRESS OF ISSUER  
**ONE CEDAR POINT DRIVE**

STREET

CITY  
**SANDUSKY**

STATE  
**OH**

ZIP CODE  
**44870**

(e) TELEPHONE NO.  
 AREA CODE NUMBER  
**419 627-2173**

NAME OF PERSON FOR WHOSE ACCOUNT  
 THE SECURITIES ARE TO BE SOLD

(b) RELATIONSHIP TO  
 ISSUER

(d) ADDRESS

STREET

CITY

STATE

ZIP

**S. Semmelroth**

**Officer**

**ONE CEDAR  
 POINT  
 DRIVE**

**SANDUSKY**

**OH**

**44870**

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3(a) Title of the	(b) Class of Name and Address of Each Broker-Dealer or Market or Other Units	SEC USE ONLY 3(c) File Number	(d) Number of Shares	(e) Aggregated Number of Shares	(f) Approximate Date of Sale	(g) Name of Each Securities Exchange
<b>Units of L.P. Interest</b>  <b>Securities To Be Sold to be Offered or Each Market</b>  <b>the Securities are</b>  <b>Maker who is Acquiring the Securities</b>	<b>American Stock Transfer</b>  <b>62501 15th Avenue</b>  <b>Brooklyn, NY 11219</b>		<b>5,350</b>  <b>To Be Sold</b>  <i>(See instr. 3(c))</i>	<b>\$304,308,603,776</b>  <i>(See instr. 3(d))</i>  <i>(See instr. 3(e))</i>	<b>02-22-16</b>  <i>(See instr. 3(f))</i>	<b>NYSE</b>  <i>(See instr. 3(g))</i>

**INSTRUCTIONS:**

1. (a) Name of issuer  
(b) Issuer's I.R.S. Identification Number  
(c) Issuer's S.E.C. file number, if any  
(d) Issuer's address, including zip code  
  
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold  
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)  
(c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold  
(b) Name and address of each broker through whom the securities are intended to be sold  
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)  
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice  
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer  
  
(f) Approximate date on which the securities are to be sold  
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

**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 control number.**

SEC 1147 (08-07)

**TABLE I SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
<b>Units of L.P.</b>						
<b>Interest</b>	<b>02/20/15</b>	<b>Units earned through equity compensation</b>	<b>Cedar Fair, L.P.</b>	<b>5,792</b>	<b>02/2015</b>	<b>Form of compensation</b>

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
<b>Kelley S. Semmelroth</b> <b>One Cedar Point Drive</b> <b>Sandusky, OH 44870</b>	<b>Units of Limited Partner Interest</b>	<b>NONE</b>	<b>NONE</b>	<b>NONE</b>

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date*

**February 22, 2016**

**/s/ Kelley S. Semmelworth**

DATE OF NOTICE

(SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF  
INSTRUCTION,

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

IF RELYING ON RULE 10B5-1

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

**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 control number.**

SEC 1147  
(02-08)