STONEMOR PARTNERS LP
Form 4
February 03, 2017

# FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HELLMAN ROBERT B JR

(Last) (First) (Middle)

950 TOWER LANE, SUITE 800

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

**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 Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common units representing limited partner interests | 02/01/2017 | | P(1) | | 907 | A | $ 10.95 (2) | 24,518 | D | |
| Common units representing limited partner interests | | | | | | | | 2,285,820 | I | By American Cemeteries Infrastructure Investors, LLC (3) (4) |

| | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Common units representing limited partner interests | | | | | | | | | 2,076,523 (5) | I | By StoneMor GP Holdings LLC (3) (4) |

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 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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| HELLMAN ROBERT B JR<br>950 TOWER LANE, SUITE 800<br>FOSTER CITY, CA 94404 | X | | | |

# Signatures

| /s/ Robert B. Hellman Jr. | 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 November 14, 2016.

**(2)** The price reported in Column 4 is a weighted average price. The common units were purchased in multiple transactions at prices ranging from $10.94-10.95, 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.

**(3)** StoneMor GP Holdings LLC ("GP Holdings") is majority owned by a trust for the pecuniary benefit of American Cemeteries Infrastructure Investors, LLC ("ACII"). ACII is managed by its manager, AIM Universal Holdings,LLC ("AUH"), and is owned by its members: American Infrastructure MLP Fund II, L.P. ("AIM II"), American Infrastructure MLP Founders Fund II, L.P. ("AIM FF II"), AIM II Delaware StoneMor, Inc. ("AIM II StoneMor") and AIM Cemetery Infrastructure, L.P. ("AIM Cemetery Infrastructure"). AIM II StoneMor is owned by American Infrastructure MLP Management II, L.L.C. ("AIM Management II") and AIM II Offshore, L.P. ("AIM II Offshore"). AIM Management II is the general partner of AIM II, AIM FFII and AIM II Offshore. AUH is the general partner of AIM Cemetary Infrastructure. The Reporting Person is a director of GP Holdings, a managing member of AIM Management II, the president of AIM II StoneMor and a member of AUH.

**(4)** The Reporting Person shares the power to vote or dispose of the common units held directly by GP Holdings and ACII and, therefore, may be deemed to have voting and investment power with respect to such common units. The Reporting Person disclaims beneficial ownership of these common units except to the extent of his pecuniary interest therein.

**(5)** Represents the proportionate interest of ACII in 2,332,878 common units of the Partnership issued and sold to 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 ACII.

**Remarks:**

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

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.