

Axelrod Andrew
Form 3
March 09, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

AXAR CAPITAL
MANAGEMENT L.P.

(Last) (First) (Middle)

1330 AVENUE OF THE
AMERICAS, 30TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
03/09/2018

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Units Representing Limited
Partnership Interests

6,650,613

I

See footnotes (1) (2)

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

SEC 1473 (7-02)

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

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

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of
Indirect Beneficial
Ownership

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	(Instr. 4)					(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)	(Instr. 5)
Equity Swaps (obligation to buy)	Â (3) 06/20/2019	Common Units Representing Limited Partnership Interests	1,296,000	\$ (4)	I	See footnotes (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AXAR CAPITAL MANAGEMENT L.P. 1330 AVENUE OF THE AMERICAS 30TH FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
Axar GP, LLC 1330 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
Axelrod Andrew 1330 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â

Signatures

AXAR CAPITAL MANAGEMENT, LP, By: Axar GP LLC, its general partner, By:/s/ Andrew Axelrod, its Sole Member	03/09/2018
Signature of Reporting Person	Date
AXAR GP LLC, By: /s/ Andrew Axelrod, its Sole Member	03/09/2018
Signature of Reporting Person	Date
/s/ Andrew Axelrod	03/09/2018
Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- This Form 3 is filed by Axar Capital Management, LP (the "Investment Manager"), Axar GP LLC ("GP") and Mr. Andrew Axelrod, with respect to the Common Units Representing Limited Partnership Interests (the "Common Units") held by Axar Master Fund, Ltd. and
- (1) certain other funds and/or managed accounts (collectively, the "Axar Vehicles"). The Investment Manager serves as the investment manager of the Axar Vehicles. GP is the general partner of Investment Manager. Mr. Andrew Axelrod serves as the sole member of the GP.
 - (2) Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons may be deemed to be the beneficial owner of the securities reported herein to the extent of his or its pecuniary interest therein, but disclaims

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beneficial ownership in excess of such amount; and pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

- (3) These cash-settled equity swaps can be settled at any time before the expiration date.

The reference prices of the equity swaps range from \$4.7764 to \$7.5565. Upon settlement of the various swap agreements, either (i) the counterparty will pay to the Reporting Person in cash an amount determined in part by reference to any increase between the initial reference price set forth in column 4 of Table II and the market value of a notional number of Common Units on the applicable expiration date as set forth in Table II or (ii) the Reporting Person will pay to the counterparty in cash an amount determined in part by reference to any decrease between the initial reference price set forth in this footnote (4) and the market value of the reference shares on the applicable expiration date listed in Table II.

- (4)

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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