

Emerge Energy Services LP
Form 4
May 16, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHEARER RICHARD J

(Last) (First) (Middle)

C/O EMERGE ENERGY SERVICES LP, 180 STATE STREET, SUITE 225

(Street)

SOUTHLAKE, TX 76092

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Emerge Energy Services LP [EMES]

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

05/14/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CHIEF EXECUTIVE OFFICER

6. Individual or Joint/Group Filing(Check Applicable Line)

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 or Price		
COMMON UNITS	05/14/2014		M		265,294	A	\$ 280,294
COMMON UNITS	05/14/2014		S		19,811	D	\$ 91.2703 (2)
COMMON UNITS	05/14/2014		S		9,489	D	\$ 90.5884 (3)
COMMON UNITS	05/14/2014		S		1,846	D	\$ 89.4343

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					<u>(4)</u>			
COMMON UNITS	05/14/2014	S	4,654	D	\$ 88.4418	244,494	D	
					<u>(5)</u>			
COMMON UNITS	05/14/2014	S	600	D	\$ 87.7908	243,894	D	
					<u>(6)</u>			
COMMON UNITS	05/14/2014	S	5,713	D	\$ 86.2254	238,181	D	
					<u>(7)</u>			
COMMON UNITS	05/14/2014	S	9,251	D	\$ 85.4187	228,930	D	
					<u>(8)</u>			
COMMON UNITS	05/14/2014	S	8,000	D	\$ 84.6861	220,930	D	
					<u>(9)</u>			
COMMON UNITS	05/14/2014	S	300	D	\$ 83.9133	220,630	D	
					<u>(10)</u>			
COMMON UNITS	05/15/2014	S	1,724	D	\$ 76.8183	218,806	D	
					<u>(11)</u>			
COMMON UNITS	05/15/2014	S	6,675	D	\$ 77.5307	212,231	D	
					<u>(12)</u>			
COMMON UNITS	05/15/2014	S	6,426	D	\$ 78.6913	205,805	D	
					<u>(13)</u>			
COMMON UNITS	05/15/2014	S	14,379	D	\$ 79.4423	191,426	D	
					<u>(14)</u>			
COMMON UNITS	05/15/2014	S	11,962	D	\$ 80.4772	179,464	D	
					<u>(15)</u>			
COMMON UNITS	05/15/2014	S	9,142	D	\$ 81.3877	170,322	D	
					<u>(16)</u>			
COMMON UNITS	05/15/2014	S	1,996	D	\$ 82.2252	168,326	D	
					<u>(17)</u>			
COMMON UNITS	05/16/2014	S	500	D	\$ 76.6254	167,826	D	
					<u>(18)</u>			

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

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(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 Security (Instr. 3 and 4)
					V	(A)	(D)		
PHANTOM UNITS	(1)	05/14/2013		A		530,588	(19) (20)	COMMON UNITS	
PHANTOM UNITS	(1)	05/14/2014		M		265,294	(19) (20)	COMMON UNITS	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEARER RICHARD J C/O EMERGE ENERGY SERVICES LP 180 STATE STREET, SUITE 225 SOUTHLAKE, TX 76092	X		CHIEF EXECUTIVE OFFICER	

Signatures

/s/ Richard J. Shearer 05/16/2014

**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) Each phantom unit is the economic equivalent of one common unit. The Reporting Person's phantom units were accompanied by tandem distribution equivalent rights ("DERs") which represent rights to receive an amount equal to all or a portion of the cash distributions made on units during the period a phantom unit remains outstanding. On May 14, 2014, 265,294 of the phantom units held by the Reporting Person vested. All of the sales reported in this Form 4 were effectuated to cover the withholding taxes incurred by the Reporting Person upon vesting of such phantom units.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$91.00 to \$91.97, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.010 to \$82.575, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.573 to \$76.835, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (19) The phantom units vest in annual installments over a period of two years commencing on the grant date of May 13, 2013, subject to continued employment.

- (20) The phantom units and DERs do not expire. The phantom units are settled upon vesting in common units (on a one-for-one basis) or in cash, at the discretion of the Issuer.

Remarks:

The Reporting Person is a director and the Chief Executive Officer of Emerge Energy Services GP LLC, the general partner of

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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