

Tallgrass Energy Partners, LP
 Form 4
 June 14, 2013

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 *
 Tallgrass GP Holdings, LLC

(Last) (First) (Middle)

6640 W. 143RD STREET, SUITE 200

(Street)

OVERLAND PARK, KS 66223

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Tallgrass Energy Partners, LP [TEP]

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

06/12/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

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 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)
				(A) or (D) Price			
Common Units representing limited partner interests	06/12/2013		J ⁽²⁾	407,500 ⁽²⁾ A ⁽²⁾	9,700,000	I	See footnote ⁽¹⁾

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

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				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
Tallgrass GP Holdings, LLC 6640 W. 143RD STREET, SUITE 200 OVERLAND PARK, KS 66223		X		
Tallgrass Development GP, LLC 6640 W. 143RD STREET, SUITE 200 OVERLAND PARK, KS 66223		X		
Tallgrass Development, LP 6640 W. 143RD STREET, SUITE 200 OVERLAND PARK, KS 66223		X		
Tallgrass Operations, LLC 6640 W. 143RD STREET, SUITE 200 OVERLAND PARK, KS 66223		X		

Signatures

Tallgrass GP Holdings, LLC, /s/ George E. Rider, George E. Rider, Executive Vice President, General Counsel and Secretary	**Signature of Reporting Person	06/13/2013
		Date
Tallgrass Development GP, LLC, /s/ George E. Rider, George E. Rider, Executive Vice President, General Counsel and Secretary	**Signature of Reporting Person	06/13/2013
		Date
Tallgrass Development, LP, by: Tallgrass Development GP, LLC, its General Partner, /s/ George E. Rider, George E. Rider, Executive Vice President, General Counsel and Secretary	**Signature of Reporting Person	06/13/2013
		Date

Tallgrass Operations, LLC, /s/ George E. Rider, George E. Rider, Executive Vice President,
General Counsel and Secretary

06/13/2013

__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).

This Form 4 is being filed jointly by Tallgrass GP Holdings, LLC ("Tallgrass GP Holdings"), Tallgrass Development GP, LLC ("Tallgrass Development GP"), Tallgrass Development, LP ("Tallgrass Development") and Tallgrass Operations, LLC ("Tallgrass Operations" and, together with Tallgrass GP Holdings, Tallgrass Development GP and Tallgrass Development, the "Reporting Persons").

- (1) The securities of the Issuer are owned directly by Tallgrass Operations. Tallgrass GP Holdings directly owns 100% of the outstanding membership interests of Tallgrass Development GP. Tallgrass Development GP is the general partner of Tallgrass Development. Tallgrass Development directly owns 100% of the outstanding securities of Tallgrass Operations. Tallgrass GP Holdings, Tallgrass Development GP and Tallgrass Development may therefore be deemed to beneficially own securities of the Issuer owned directly by Tallgrass Operations.

- (2) In connection with the initial public offering of the Issuer's Common Units representing limited partner interests ("Common Units"), pursuant to that certain Underwriting Agreement (the "Underwriting Agreement"), by and among Barclays Capital Inc. and Citigroup Global Markets Inc., as representatives of the underwriters named therein (the "Underwriters"), and Tallgrass Development, LP, Tallgrass MLP GP, LLC and the Issuer, dated May 13, 2013, the Issuer granted to the Underwriters an option to purchase up to 1,957,500 Common Units, in addition to the Common Units sold in the initial public offering, for a period of 30 days after the date of the Underwriting Agreement (the "Over-Allotment Option"). The Underwriters partially exercised the Over-Allotment Option with respect to 1,550,000 Common Units on May 17, 2013. The Over-Allotment Option expired on June 12, 2013, and the remaining 407,500 Common Units were issued to Tallgrass Operations.

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.