

Tallgrass Energy Partners, LP  
 Form 4  
 April 02, 2014

**FORM 4**

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

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).

**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)

04/01/2014

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)
Common Units representing limited partner interests	04/01/2014		J(2)	385,140 (2) A (2)	10,085,140	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, Executive Vice President, General Counsel and Secretary	04/01/2014
__Signature of Reporting Person	Date
Tallgrass Development GP, LLC, /s/ George E. Rider, Executive Vice President, General Counsel and Secretary	04/01/2014
__Signature of Reporting Person	Date
Tallgrass Development, LP, by: Tallgrass Development GP, LLC, its General Partner, /s/ George E. Rider, Executive Vice President, General Counsel and Secretary	04/01/2014
__Signature of Reporting Person	Date

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

04/01/2014

\_\_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).

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"). The securities of the Issuer are owned directly by Tallgrass Operations. Tallgrass GP Holdings directly owns 100% of the

- (1) 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.

On April 1, 2014, the Issuer, Tallgrass Operations and Tallgrass Development entered into that certain Contribution and Sale Agreement pursuant to which the Issuer acquired 100% of the issued and outstanding membership interests in Trailblazer Pipeline Company LLC, a

- (2) Delaware limited liability company ("Trailblazer"), from Tallgrass Operations. The 385,140 common units representing limited partner interests acquired by Tallgrass Operations as reported herein were issued to Tallgrass Operations as partial consideration for the Issuer's acquisition of Trailblazer.

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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