

TEGP Management, LLC
 Form 4
 February 09, 2018

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 Energy Holdings, LLC

(Last) (First) (Middle)

4200 W. 115TH STREET, SUITE 350

(Street)

LEAWOOD, KS 66211

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Tallgrass Energy Partners, LP [TEP]

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

02/07/2018

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	02/07/2018		P ⁽¹⁾	5,619,218 A	(1) 25,619,218	I	See Footnote (1)

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

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SEC 1474 (9-02)

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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 Beneficially (Instr. 5)
				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 Energy Holdings, LLC 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211		X		
Tallgrass Energy GP, LP 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211		X		
TEGP Management, LLC 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211		X		

Signatures

Tallgrass Energy Holdings, LLC, /s/ Christopher R. Jones, Title: Vice President, General Counsel and Secretary	02/09/2018
**Signature of Reporting Person	Date
Tallgrass Energy GP, LP, By: TEGP Management, LLC, its general partner, /s/ Christopher R. Jones, Title: Vice President, General Counsel and Secretary	02/09/2018
**Signature of Reporting Person	Date
TEGP Management, LLC, /s/ Christopher R. Jones, Title: Vice President, General Counsel and Secretary	02/09/2018
**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).

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- (1) This Form 4 is being filed jointly by Tallgrass Energy Holdings, LLC ("TEH"), Tallgrass Energy GP, LP ("TEGP") and TEGP Management, LLC ("TEGP GP"). TEH owns a 100% membership interest in TEGP GP, which is the general partner of TEGP. TEGP owns an approximate 31.43% interest in, and is the managing member of, Tallgrass Equity, LLC ("Tallgrass Equity"). TEH, TEGP and TEGP GP may therefore be deemed to beneficially own securities of the Issuer owned directly by Tallgrass Equity. In connection with the merger of Tallgrass Development, LP with and into a wholly-owned subsidiary of Tallgrass Equity on February 7, 2018, Tallgrass Equity acquired an additional 5,619,218 common units representing limited partner interests in Issuer. Each of TEH, TEGP and TEGP GP disclaims beneficial ownership of the securities of the Issuer held by Tallgrass Equity except to the extent of its respective pecuniary interest therein.

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.