

Tallgrass Energy Holdings, LLC
 Form 4
 July 02, 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)

06/28/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	(A) or (D)	Price
Common units representing limited partner interests	06/28/2018		P ⁽¹⁾⁽²⁾		25,645	A	\$ 44.5314
					25,644,863	I	

See Footnote (3)

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 Transaction (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, LP 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211		X		
TEGP Management, LLC 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211		X		
Tallgrass Equity, LLC 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211		X		

Signatures

Tallgrass Energy Holdings, LLC, /s/ Christopher R. Jones, Executive Vice President, General Counsel and Secretary	07/02/2018
__Signature of Reporting Person	Date
Tallgrass Energy, LP, By: Tallgrass Energy GP, LLC, its general partner, /s/ Christopher R. Jones, Executive Vice President, General Counsel and Secretary	07/02/2018
__Signature of Reporting Person	Date
Tallgrass Energy GP, LLC, /s/ Christopher R. Jones, Executive Vice President, General Counsel and Secretary	07/02/2018
__Signature of Reporting Person	Date
	07/02/2018

Tallgrass Equity, LLC, /s/ Christopher R. Jones, Executive Vice President, General Counsel and Secretary

__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).

Tallgrass Equity Investments, LLC, a Delaware limited liability company ("Tallgrass Equity Investments"), acquired the common units representing limited partner interests ("Common Units") in the Issuer reported herein pursuant to the Purchase and Sale Agreement, dated as of June 28, 2018, by and among the Issuer and Tallgrass Equity Investments, and the Agreement and Plan of Merger, dated as of

(1) March 26, 2018 (the "Merger Agreement"), by and among the Issuer, Tallgrass Equity, LLC, a Delaware limited liability company ("Tallgrass Equity"), Tallgrass Energy, LP, a Delaware limited partnership formerly known as Tallgrass Energy GP, LP ("TGE"), Razor Merger Sub, LLC, a Delaware limited liability company ("Merger Sub"), and Tallgrass MLP GP, LLC, a Delaware limited liability company,

(2) (Continued from Footnote 1) in connection with the merger of Merger Sub with and into the Issuer, with the Issuer surviving as a wholly-owned subsidiary of Tallgrass Equity and Tallgrass Equity Investments, pursuant to the Merger Agreement.

This Form 4 is being filed jointly by Tallgrass Energy Holdings, LLC, a Delaware limited liability company ("TEH"), TGE, Tallgrass Energy GP, LLC, a Delaware limited liability company formerly known as TEGP Management, LLC ("TGE GP"), and Tallgrass Equity. TEH owns a 100% membership interest in TGE GP, which is the general partner of TGE. TGE is the managing member of Tallgrass

(3) Equity. Tallgrass Equity owns a 100% membership interest in Tallgrass Equity Investments. TEH, TGE, TGE GP and Tallgrass Equity may therefore be deemed to beneficially own securities of the Issuer owned directly by Tallgrass Equity Investments. Each of TEH, TGE, TGE GP and Tallgrass Equity disclaims beneficial ownership of the securities of the Issuer held by Tallgrass Equity Investments 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.

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