

Watkins Gary D.
Form 4
July 03, 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 *
Watkins Gary D.

(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)

06/30/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

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

X 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	(D)	Price
Common Units representing limited partner interests	06/30/2018		J(1)(2)		60,365	D	<u>(1)</u> <u>(2)</u>
					0		<u>(3)</u>

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 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
Watkins Gary D. 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211			See Remarks	

Signatures

/s/ Christopher R. Jones, Attorney-in-Fact
Date: 07/03/2018

**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).

(1) The Reporting Person ceased to beneficially own the common units representing limited partner interests ("Common Units") in the Issuer reported herein at the Effective Time (as defined below) of the merger (the "Merger") of Razor Merger Sub, LLC, a Delaware limited liability company ("Merger Sub"), with and into the Issuer, with the Issuer surviving the merger as a wholly-owned subsidiary of Tallgrass Equity, LLC ("Tallgrass Equity") and its subsidiaries. The Merger was effected pursuant to the Agreement and Plan of Merger, dated as of March 26, 2018 (the "Merger Agreement"), by and among the Issuer, Tallgrass Equity, Tallgrass Energy, LP, a Delaware limited partnership formerly known as Tallgrass Energy GP, LP ("TGE"), Merger Sub and Tallgrass MLP GP, LLC, a Delaware limited liability company. The Merger closed on June 29, 2018, with a delayed effective date and time of June 30, 2018 at 11:59 p.m. Central Daylight Time (the "Effective Time").

(2) (Continued from Footnote 1) At the Effective Time, (i) each Common Unit held by the Reporting Person immediately prior to the Merger converted into the right to receive 2.0 Class A shares representing limited partner interests in TGE (the "Exchange Ratio") and (ii) as further described in the Merger Agreement, each equity participation unit in TEP (a "TEP EPU") held by the Reporting Person immediately prior to the Merger converted into the right to receive equity participation shares in TGE on substantially the same terms as such TEP EPU, but subject to adjustment to take into account the Exchange Ratio.

(3) Following the Effective Time of the Merger, the Reporting Person no longer owns, directly or indirectly, any Common Units.

Remarks:

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Vice President and Chief Accounting Officer

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.