

Edgar Filing: STONEMOR PARTNERS LP - Form 4

partner
interests

Common
units
representing
limited
partner
interests

01/01/2017 M 7,708⁽⁵⁾ A (5) 142,003 D

Common
units
representing
limited
partner
interests

01/03/2017 S⁽⁶⁾ 3,260 D \$ 8.95⁽⁷⁾ 138,743 D

Common
units
representing
limited
partner
interests

64,167 I By LDLM
Associates,L.P.
(8)

Common
units
representing
limited
partner
interests

28,500 I By Osiris
Investments, LP
(9)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Preemptive Right (right to purchase)	\$ 8.57 ⁽¹⁰⁾	12/30/2016		A	184,838 ⁽¹¹⁾	12/30/2016	01/19/2017	Common units representing limited

Edgar Filing: STONEMOR PARTNERS LP - Form 4

Long-Term Incentive Plan and (ii) the payment of all applicable taxes.

- (6) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 4, 2016 solely to satisfy the Reporting Person's tax obligations related to the vesting of the Time Vested Units.
- The price reported in Column 4 is a weighted average price. The common units representing limited partner interests were sold in multiple transactions at prices ranging from \$8.95-9.08, inclusive. The Reporting Person undertakes to provide to StoneMor Partners L.P., any holder of common units of StoneMor Partners L.P., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units sold at each separate price within the range set forth in this footnote (7) to this Form 4.
- (7) The Reporting Person is a grantor and trustee of Miller Revocable Trust, which is the general partner of LDLM Associates, L.P. The Reporting Person is also a limited partner of LDLM Associates, L.P., holding 98% of its limited partner interests.
- (8) The general partner of Osiris Investments, LP is Osiris Investments LLC. Lawrence Miller and William R. Shane are each a 50% member of Osiris Investments LLC and share investment and voting power over the securities held by Osiris Investments, LP. Mr. Miller and Mr. Shane file separate Section 16 reports.
- (9) Each of the remaining members of GP Holdings has a preemptive right to purchase from ACII their respective pro rata share of the GP Holdings Units purchased by ACII in the Transaction, based on their respective ownership interests in GP Holdings prior to the Transaction. The purchase price of such GP Holdings Units upon exercise of the preemptive rights is the same purchase price paid for the GP Holdings Units by ACII in the Transaction (which translates to a price of \$8.57 per underlying common unit of the Partnership).
- (10) If all holders of preemptive rights exercise their preemptive rights in full, the Reporting Persons's proportionate interest in the 2,332,878 common units held by GP Holdings will be 277,256 common units. If not all of the holders exercise their preemptive right, the remaining holders may purchase an over-allotment amount on a relative pro rata basis of those holders desiring an over-allotment amount.
- (11) On December 31, 2015, the Reporting Person was granted 21,681 Time Vested Units vesting in three equal annual installments pursuant to a Key Employee Unit Agreement, entered into as of December 31, 2015, by and between StoneMor GP LLC, a general partner of the Partnership, and the Reporting Person. Each Time Vested Unit represents a contingent right to receive one common unit representing a limited partner interest conditioned upon satisfying certain time and other conditions.
- (12) On July 5, 2016, the Reporting Person was granted 23,125 Time Vested Units vesting in three equal annual installments pursuant to a Key Employee Unit Agreement, entered into as of July 5, 2016, by and between StoneMor GP LLC, a general partner of the Partnership, and the Reporting Person. Each Time Vested Unit represents a contingent right to receive one common unit representing a limited partner interest conditioned upon satisfying certain time and other conditions.
- (13)

Remarks:

The filing of this statement shall not be construed as an admission (a) that the person filing this statement is, for the purposes of

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.