

VESCOVO VICTOR L
Form 3/A
May 16, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â VESCOVO VICTOR L</p> <p>(Last) (First) (Middle)</p> <p>C/O EMERGE ENERGY SERVICES LP,Â 1400 CIVIC PLACE, SUITE 250</p> <p>(Street)</p> <p>SOUTHLAKE,Â TXÂ 76092</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/08/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Emerge Energy Services LP [EMES]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) SEE REMARKS</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>05/14/2013</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
COMMON UNITS	96,690 <u>(1)</u> <u>(3)</u>	D	Â
COMMON UNITS	9,801,869 <u>(2)</u> <u>(3)</u>	I	BY LLC <u>(2)</u>

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

Reporting Owners

Reporting Owner Name / Address	Relationships				REMARKS
	Director	10% Owner	Officer	Other	
VESCOVO VICTOR L C/O EMERGE ENERGY SERVICES LP 1400 CIVIC PLACE, SUITE 250 SOUTHLAKE, TX 76092	X	X			SEE REMARKS

Signatures

Victor L. Vescovo 05/16/2013

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) As described in the Issuer's Registration Statement on Form S-1 (Registration No. 333-187487) (the "Registration Statement"), in connection with the closing of the initial public offering of the Issuer, the Reporting Person, through one or more affiliated entities, contributes certain assets to the Issuer and receives 96,690 common units, representing a less than 1% limited partner interest in the Issuer. If the underwriter's over-allotment option is not exercised, up to an additional 1,125,000 common units will be issued to certain investors, including the Reporting Person, in an amount proportionate to their respective ownership percentage of common units.
 - (2) Also as described in the Registration Statement, in connection with the closing of the initial public offering of the Issuer, Insight Equity Management Company LLC ("Insight Equity") contributes certain assets to the Issuer and receives 9,801,869 common units, representing a 42.2% limited partner interest in Issuer. If the underwriter's over-allotment option is not exercised, up to an additional 766,112 common units (for an aggregate of 10,567,981 common units, or a 49.4% limited partner interest in the Issuer) will be issued to Insight Equity. See Remarks.
 - (3) This Form 3 amendment is being filed to include the common units reported herein, which were not included on the Form 3 filed on May 14, 2013.

Remarks:

The Reporting Person is a Director of Emerge Energy Services GP LLC, the general partner of the

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.