

Emerge Energy Services LP
Form SC 13G/A
February 11, 2014

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO.1)

Emerge Energy Services, L.P.

(Name of Issuer)

COMMON UNITS

(Title of Class of Securities)

29102H108

(CUSIP Number)

Check the following box if a fee is being paid with this statement o. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 29102H108 13GPAGE 2 OF 8 PAGES

NAME OF
1 REPORTING
PERSON
S.S. or I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSON

KAYNE
ANDERSON
(A) CAPITAL
ADVISORS,
L.P. -
95-4486379
(B) RICHARD A.
KAYNE

CHECK
THE
APPROPRIATE
BOX

IF
2(a) o
A
MEMBER
OF
A
GROUP*
(b) o

3 SEC USE ONLY

CITIZENSHIP OR
4 PLACE OF
ORGANIZATION

IS A
CALIFORNIA
LIMITED
PARTNERSHIP

5 SOLE VOTING POWER

(A) 0

NUMBER OF
SHARES

(B) 0

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY (A) 1,052,604

EACH REPORTING (B) 1,052,604

PERSON WITH

7 SOLE DISPOSITIVE POWER

(A) 0

(B) 0

8 SHARED DISPOSITIVE POWER

(A) 1,052,604

(B) 1,052,604

AGGREGATE
AMOUNT
BENEFICIALLY

9 OWNED BY
EACH
REPORTING
PERSON*

(A) 1,052,604

(B) 1,052,604

CHECK BOX IF
THE
AGGREGATE

10 AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES* o

PERCENT OF
CLASS

11 REPRESENTED
BY AMOUNT IN
ROW 9

(A) 4.53%

(B) 4.53%

TYPE OF

12 REPORTING
PERSON*

(A) IA

(B) IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

PAGE 2 OF 8

United States
Securities and Exchange Commission

Schedule 13G

Item 1. (a) Issuer: Emerge Energy Services, L.P.
(b) Address: 180 State Street, Suite 225
Southlake, TX 76092

Item 2. (a) Filing Persons: Kayne Anderson Capital Advisors, L.P. Richard A. Kayne

(b) Addresses: 1800 Avenue of the Stars, Third Floor Los Angeles, CA 90067 1800 Avenue of the Stars, Third Floor Los Angeles, CA 90067

(c) Citizenship: Kayne Anderson Capital Advisors, L.P. is a California limited partnership
Richard A. Kayne is a U.S. Citizen

(d) Title of Class of Securities: Common Units

(e) Cusip Number: 29102H108

If this statement is filed pursuant to Rule 13d-1(b)

Item 3. or 13d-2(b), check whether the person filing is a:

Kayne Anderson Capital Advisors, L.P., is an investment (e) adviser registered under section 203 of the Investment Advisers Act of 1940.

Item 4. Ownership

(a) Amount
Beneficially
Owned:

Kayne
Anderson
Capital
Advisors, L.P.
Managed
Accounts
Richard
A. 1,052,604
Kayne

(b)
Percent
of (A) 4.53%
Class:
(B) 4.53%

(c) Number of
shares as to
which such
person has:
(i)
sole
power
to
vote (A) 0
or
direct
to
vote
(B) 0
(ii)
shared
power
to
vote (A) 1,052,604
or
direct
the
vote
(B) 1,052,604
(iii) (A) 0
sole
power
to
dispose
or

direct
the
disposition
 (B) 0
(iv)
shared
power
to
dispose
 (A) 1,052,604
or
direct
the
disposition
of
 (B) 1,052,604

PAGE 3 OF 8

United States
Securities and Exchange Commission

Schedule 13G

Emerge Energy Services, L.P. (Issuer)

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

PAGE 4 OF 8

United States
Securities and Exchange Commission

Schedule 13G

Emerge Energy Services, L.P. (Issuer)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2014
Date

/S/ RICHARD A. KAYNE
Richard A. Kayne

KAYNE ANDERSON CAPITAL ADVISORS, L.P.

By: Kayne Anderson Investment Management, Inc.

By: /S/ DAVID J. SHLADOVSKY
David J. Shladovsky, Secretary

PAGE 5 OF 8

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(f)(1)

This agreement is made pursuant to Rule 13d-1(f)(1) under the Securities Exchange Act of 1934 (the “Act”) by and between the parties listed below, each referred to herein as a “Joint Filer.” The Joint Filers agree that a statement of beneficial ownership as required by Section 13(d) of the Act and the Rules thereunder may be filed on each of their behalf on Schedule 13D or Schedule 13G, as appropriate, and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under Rule 13d-1.

February 10, 2014

Date

/S/ RICHARD A. KAYNE

Richard A. Kayne

KAYNE ANDERSON CAPITAL ADVISORS, L.P.

By: Kayne Anderson Investment Management, Inc.

By: /S/ DAVID J. SHLADOVSKY

David J. Shladovsky, Secretary

PAGE 6 OF 8

United States
Securities and Exchange Commission

Schedule 13G

(cover page)

Emerge Energy Services, L.P. (Issuer)

Box 9. The reported units are owned by investment accounts (investment limited partnerships, a registered investment company and institutional accounts) managed, with discretion to purchase or sell securities, by Kayne Anderson Capital Advisors, L.P., as a registered investment adviser.

Kayne Anderson Capital Advisors, L.P. is the general partner (or general partner of the general partner) of the limited partnerships and investment adviser to the other accounts. Richard A. Kayne is the controlling shareholder of the corporate owner of Kayne Anderson Investment Management, Inc., the general partner of Kayne Anderson Capital Advisors, L.P. Mr. Kayne is also a limited partner of each of the limited partnerships and a shareholder of the registered investment company. Kayne Anderson Capital Advisors, L.P. disclaims beneficial ownership of the units reported, except those units attributable to it by virtue of its general partner interests in the limited partnerships. Mr. Kayne disclaims beneficial ownership of the units reported, except those units held by him or attributable to him by virtue of his limited partnership interests in the limited partnerships, his indirect interest in the interest of Kayne Anderson Capital Advisors, L.P. in the limited partnerships, and his ownership of common stock of the registered investment company.

PAGE 7 OF 8

UNDERTAKING

The undersigned agree jointly to file the attached Statement of Beneficial Ownership on Schedule 13G with the U.S. Securities Exchange Commission and Emerge Energy Services, L.P.

Dated: February 10, 2014

/S/ RICHARD A. KAYNE
Richard A. Kayne

KAYNE ANDERSON CAPITAL ADVISORS, L.P.

By: Kayne Anderson Investment Management, Inc.

By: /S/ DAVID J. SHLADOVSKY
David J. Shladovsky, Secretary

PAGE 8 OF 8
