

STONEMOR PARTNERS LP
Form 3
November 07, 2008

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 McCown George Edwin</p> <p>(Last) (First) (Middle)</p> <p>950 TOWER LANE,Â SUITE 800</p> <p>(Street)</p> <p>FOSTER CITY,Â CAÂ 94404</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/05/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>STONEMOR PARTNERS LP [STON]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</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> |
|---|---|--|---|---|---|

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 representing limited partnership interests | 1,059,946 | I | By CFSI LLC <u>(1)</u> <u>(2)</u> |
| Common Units representing limited partnership interests | 5,000 | D | Â |

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)

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| 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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--------------------|--|---|---|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| Subordinated Units representing limited partnership interest | Â (3) | Â (3) | Common Units of limited partnership interests | 2,119,891 \$ 0 (3) | I | By CFSI LLC (1) (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| McCown George Edwin 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404 | Â | Â X | Â | Â |

Signatures

/s/ George E. McCown
11/06/2008

**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) McCown De Leeuw & Co. IV, L.P., a California limited partnership ("MDCIV"), McCown De Leeuw & Co. IV Associates, L.P., a California limited partnership ("MDCIVA"), and Delta Fund LLC, a California limited liability company ("Delta", and, collectively with MDCIV and MDCIVA, "MDC Funds"), collectively control CFSI LLC, a Delaware limited liability company ("CFSI"). MDC Funds also collectively control Cornerstone Family Services LLC, a Delaware limited liability company ("Cornerstone"), that has an equity interest in CFSI. MDC Management Company IV, LLC, a California limited liability company ("MDC Management"), is the general partner of MDCIV and MDCIVA and, as such, controls MDCIV and MDCIVA. George E. McCown (the "Reporting Person"), Robert B. Hellman, Jr. and David E. De Leeuw are managing members of MDC Management and, as such, collectively control MDC Management.

(2) The Reporting Person and Messrs. Hellman and De Leeuw, collectively, have investment and voting control over the securities held by Delta. CFSI, MDCIV, MDCIVA, Delta, Cornerstone, MDC Management, Mr. De Leeuw and Mr. Hellman file Section 16 reports separately from the Reporting Person. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

(3) Each subordinated unit will convert into one common unit at the end of the subordination period, which will end once StoneMor Partners L.P. ("StoneMor") meets the financial tests in the First Amended and Restated Agreement of Limited Partnership of StoneMor, as amended (the "Partnership Agreement"), but it generally cannot end before September 30, 2009. Because the tests for ending the subordination period for any three consecutive four-quarter periods ending on or after September 30, 2008 have been satisfied, 25% of the subordinated units were converted into an equal number of common units on November 5, 2008.

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.