Sprague Resources LP
Form 4
November 01, 2013

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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 *
Sprague Resources Holdings LLC

(Last) (First) (Middle)

TWO INTERNATIONAL DRIVE, SUITE 200,

(Street)

PORTSMOUTH, NH 03801

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Sprague Resources LP [SRLP]

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
Director by Deputization

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	(A) or (D)	Price			
Common Units representing limited partner interests	10/30/2013		J(1)		1,571,970	A	(1)	1,571,970	I	See Footnotes (2) (3) (4)

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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Subordinated Units representing limited partner interests	(5)	10/30/2013		J(1)		10,071,970		(5)	(5)	Common Units representing limited partner interests	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sprague Resources Holdings LLC TWO INTERNATIONAL DRIVE, SUITE 200 PORTSMOUTH, NH 03801		X		Director by Deputization
JOHNSON ANTONIA C/O AXEL JOHNSON AB VILLAGANTAN 6, P.O. BOX 26008 STOLKHOLM, V7 SE-100 41		X		

Signatures

/s/ Paul A. Scoff, as Vice President, General Counsel, Chief Compliance Officer and Secretary of Sprague Resources Holdings LLC	11/01/2013
**Signature of Reporting Person	Date
/s/ Paul A. Scoff, as attorney-in-fact for Antonia Ax:son Johnson	11/01/2013
**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) In connection with the closing of the initial public offering of the Issuer, pursuant to that certain Contribution, Conveyance and Assumption Agreement, by and among the Issuer, Sprague Resources Holdings LLC ("Sprague Holdings") and the other parties thereto, Sprague Holdings contributed certain assets to the Issuer and received (i) 1,571,970 common units and 10,071,970 subordinated units, representing an aggregate 57.8% limited partner interest in the Issuer.

(2) This Form 4 is jointly filed by Sprague Holdings and Antonia Ax:son Johnson.

(3) As of the date of this Form 4, Sprague Holdings is indirectly controlled by Antonia Ax:son Johnson and, as such, Antonia Ax:son Johnson may be deemed to share beneficial ownership of the units beneficially owned by Sprague Holdings, but disclaims such beneficial

ownership except to the extent of any pecuniary interest therein.

(4) Sprague Holdings has the right to appoint all of the directors of the Board of Directors of Sprague Resources GP LLC, the general partner of the Issuer. Therefore, each of Sprague Holdings and Antonia Ax:son Johnson may be deemed a director by deputization.

(5) Each subordinated unit will convert into one common unit representing limited partner interest in the Issuer at the end of the subordination period described in the Issuer's Registration Statement on Form S-1 (File No. 333-175826).

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.