

Sanchez Production Partners LLC  
 Form 4  
 December 17, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Sanchez Energy Partners I LP

2. Issuer Name and Ticker or Trading Symbol  
 Sanchez Production Partners LLC [SPP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1000 MAIN STREET, SUITE 3000  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/15/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)

HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Units (Class B Units)	12/15/2014		X/K <sup>(1)</sup>	A	\$ 2.41	11,058,239	D <sup>(2)</sup>
Common Units (Class B Units)	12/15/2014		J/K <sup>(1)</sup>	D	\$ 2.49	5,364,195	D <sup>(2)</sup>

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

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SEC 1474 (9-02)

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**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 of Underlying Shares
Settlement Agreement (obligation to purchase)	\$ 2.41	12/15/2014		X/K <sup>(3)</sup>	1	12/15/2014 <sup>(3)</sup>	12/15/2014 <sup>(3)</sup>	Class B Units	5,918,800

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sanchez Energy Partners I LP 1000 MAIN STREET, SUITE 3000 HOUSTON, TX 77002	X	X		
SANCHEZ ANTONIO R JR 1000 MAIN STREET, SUITE 3000 HOUSTON, TX 77002		X		
Sanchez Oil & Gas Corp 1000 MAIN STREET, SUITE 3000 HOUSTON, TX 77002		X		
SEP Management I, LLC 1000 MAIN STREET, SUITE 3000 HOUSTON, TX 77002		X		

## Signatures

/s/ A.R. Sanchez, Jr. 12/17/2014

\*\*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) On March 31, 2014, Sanchez Energy Partners I, LP ("SEPI") entered into a settlement agreement (the "Settlement Agreement") with Constellation Energy Partners Management, LLC ("CEPM"), Sanchez Production Partners LLC ("SPP") and the other parties thereto.
- SEPI directly owns 5,364,195 Class B Units, inclusive of the 224,850 Class B Units required to be transferred to SEPI pursuant to the Settlement Agreement on or before December 29, 2014. SEPI is controlled by its general partner, SEP Management I, LLC, which is a wholly owned subsidiary of Sanchez Oil & Gas Corporation. Sanchez Oil & Gas Corporation is managed by A.R. Sanchez, Jr. and other members of the Sanchez family. A.R. Sanchez, Jr. shares voting and dispositive power over the shares controlled by SEPI. Each
- (2) of A.R. Sanchez, Jr., Sanchez Oil & Gas Corporation and SEP Management I, LLC disclaims beneficial ownership of these securities except to the extent of his or its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by A.R. Sanchez, Jr., Sanchez Oil & Gas Corporation or SEP Management I, LLC of all of the reported securities for purposes of Section 16 or any other purpose.
- Subject to the terms of the Settlement Agreement, CEPM was required to pursue sales of all of its Class B Units (the "Subject Units") by December 15, 2014 (or such earlier date upon which all of the Subject Units have been sold, the "Determination Date"). As further
- (3) described in footnote (4) below, CEPM was required to share any excess proceeds and/or Subject Units with SEPI if the aggregate amount actually received by CEPM from the sales of the Subject Units pursuant to the Settlement Agreement (the "Actual Proceeds") exceeds the Subject Unit Target Proceeds (as defined in footnote (4)). As of December 31, 2014, CEPM sold all but 499,701 Subject Units. The Actual Proceeds from these sales were \$14,745,391.84.
- Under the Settlement Agreement, on the Determination Date, in the event that there is any surplus achieved from the sales of the Subject Units in excess of approximately \$14.3 million (the "Subject Unit Target Proceeds"), or there are any Subject Units still owned
- (4) by CEPM after CEPM has received the Subject Units Target Proceeds, then CEPM and SEPI agreed to share equally in the excess proceeds and/or Subject Units. However, this sharing is subject to the restriction that SEPI's (including its designee's) one-half share in any aggregate proceeds in excess of the Subject Target Proceeds is capped at \$5 million (i.e., SEPI is not entitled to share further in aggregate proceeds in excess of the Subject Unit Target Proceeds once the aggregate excess amount exceeds \$10 million).
- The Actual Proceeds exceeded the Subject Unit Target Proceeds by \$479,261.84. On or before December 29, 2014, CEPM is required
- (5) to (i) pay \$239,630.92 (half of the net proceeds in excess of the Subject Unit Target Proceeds) to SEPI, and (ii) transfer to SEPI 224,850 Subject Units (half of the remaining Subject Units held by CEPM).

### Remarks:

SEPI, as the holder of 100% of the Class A Units, is entitled to appoint all of the Class A Managers of SPP. Signed in the following

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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