

Sanchez Production Partners LP
 Form 4
 May 18, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 Sanchez Eduardo Augusto

2. Issuer Name and Ticker or Trading Symbol
 Sanchez Production Partners LP [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)
 05/16/2016

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	Price		
Common Units	05/16/2016		A ⁽¹⁾		115,617	\$ 11.11	I	By SP Holdings, LLC ⁽²⁾
Common Units	05/16/2016		J ⁽¹⁾		115,617	\$ 0	I	By SP Holdings, LLC ⁽²⁾
Common Units					90,254	⁽¹⁾	D	
Common Units					19,602		I	By 1988 Trust #13 ⁽³⁾

Edgar Filing: Sanchez Production Partners LP - Form 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sanchez Eduardo Augusto 1000 MAIN STREET, SUITE 3000 HOUSTON, TX 77002		X		

Signatures

/s/ Eduardo Sanchez
05/18/2016

__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).

- Represents an anticipated distribution to SP Holdings, LLC ("SP Holdings") of 115,617 Issuer common units on or before June 1, 2016 pursuant to the Amended and Restated Shared Services Agreement, by and between Issuer and SP Holdings, dated March 6, 2015, and an anticipated concurrent distribution by SP Holdings of all 115,617 common units to its sole member, SP Capital Holdings, LLC ("SP Capital"), for no consideration, and an anticipated concurrent distribution by SP Capital of (i) 106,946 common units to its members on a pro rata basis and for no consideration (including the 27,806 common units to be distributed to Eduardo Sanchez), resulting in exempt distributions under Rule 16a-9 and/or Rule 16a-13 of 115,617 common units to SP Capital and 106,946 common units from SP Capital to the members of SP Capital, including Eduardo Sanchez, and (ii) the remaining 8,671 units to one individual.
- (2) These common units will be owned directly by SP Holdings. SP Holdings is owned and controlled by its sole member, SP Capital. SP Capital is managed by Eduardo Sanchez and other members of the Sanchez family. Eduardo Sanchez may be deemed to share voting and

Edgar Filing: Sanchez Production Partners LP - Form 4

dispositive power over the securities controlled by SP Capital. Eduardo Sanchez disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Eduardo Sanchez of the reported securities for purposes of Section 16 or any other purpose.

These common units are owned directly by 1988 Trust #13 ("Trust 13"). Eduardo Sanchez is a co-trustee, along with A. R. Sanchez, Jr., and beneficiary of Trust 13. Eduardo Sanchez may be deemed to share voting and dispositive power over the common units held by Trust

- (3) 13. Eduardo Sanchez disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Eduardo Sanchez of the reported securities for purposes of Section 16 or any other purpose.

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.