Sanchez Production Partners LP Form 8-K November 17, 2016

## **UNITED STATES**

### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# FORM 8-K

### **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): November 17, 2016

# **Sanchez Production Partners LP**

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) **001-33147** (Commission File Number) **11-3742489** (IRS Employer Identification No.)

1000 Main Street, Suite 3000 Houston, TX (Address of principal executive offices)

77002 (Zip Code)

Registrant s telephone number, including area code: (713) 783-8000

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Item 7.01 Regulation FD Disclosure.

On November 17, 2016, Sanchez Production Partners LP (the Partnership ) issued a press release announcing the pricing of its previously announced underwritten public offering of 6,550,802 common units representing limited partner interests at a public offering price of \$11.00 per common unit. The underwriters of the offering have a 30-day option to purchase up to an additional 982,620 common units at the public offering price, less underwriting discounts and commissions and the structuring fee payable by the Partnership. The offering and private placement are expected to close on November 22, 2016. The press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

The information included in this Item 7.01 (including Exhibit 99.1) shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section, and is not incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

#### Item 8.01

Other Events.

The Partnership also announced on November 17, 2016 a separate, concurrent private placement of 2,272,727 common units to Sanchez Energy Corporation at a price of \$11.00 per common unit. The private placement is exempt from registration under the Securities Act of 1933 pursuant to Section 4(a)(2) thereof. To the extent applicable, the press release attached as Exhibit 99.1 to this report is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(*d*)

Exhibits.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 is deemed to be furnished and shall not be deemed to be filed for purposes of Section 18 of the Exchange Act.

Exhibit No.

Exhibit

99.1 Press release, dated November 17, 2016.

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

#### SANCHEZ PRODUCTION PARTNERS LP

By: Sanchez Production Partners GP LLC, its general partner

Date: November 17, 2016

By:

/s/ Charles C. Ward Charles C. Ward Chief Financial Officer

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#### Exhibit Index

Exhibit

Exhibit No.

99.1 Press release, dated November 17, 2016

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