

STONEMOR PARTNERS LP

Form 4

April 05, 2017

**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 \*  
HELLMAN ROBERT B JR

2. Issuer Name **and** Ticker or Trading  
Symbol  
STONEMOR PARTNERS LP  
[STON]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
950 TOWER LANE, SUITE 800  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/03/2017

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

FOSTER CITY, CA 94404

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|

Common  
units  
representing  
limited  
partner  
interests

04/03/2017

P(1) 1,243 A \$ 8  
(2)

26,751 D

Common  
units  
representing  
limited  
partner  
interests

2,364,162 I

By American  
Cemeteries  
Infrastructure  
Investors,  
LLC (3) (4)

Common  
units  
representing  
limited  
partner  
interests

2,076,523  
(5) I

By StoneMor  
GP Holdings  
LLC (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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships                    |
|---------------------------------------------------------------------------|----------------------------------|
|                                                                           | Director 10% Owner Officer Other |
| HELLMAN ROBERT B JR<br>950 TOWER LANE, SUITE 800<br>FOSTER CITY, CA 94404 | X                                |

## Signatures

/s/ Robert B.  
Hellman Jr. 04/05/2017

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).

## Edgar Filing: STONEMOR PARTNERS LP - Form 4

- (1) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 14, 2016.
- (2) The price reported in Column 4 is a weighted average price. The common units were purchased in multiple transactions at prices ranging from \$7.87-8.00, inclusive. The Reporting Person undertakes to provide to StoneMor Partners L.P. (the "Partnership"), any holder of common units of the Partnership, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the range set forth in this footnote (2) to this Form 4.
- (3) StoneMor GP Holdings LLC ("GP Holdings") is majority owned by a trust for the pecuniary benefit of American Cemeteries Infrastructure Investors, LLC ("ACII"). ACII is managed by its manager, AIM Universal Holdings, LLC ("AUH"), and is owned by its members: American Infrastructure MLP Fund II, L.P. ("AIM II"), American Infrastructure MLP Founders Fund II, L.P. ("AIM FF II"), AIM II Delaware StoneMor, Inc. ("AIM II StoneMor") and AIM Cemetery Infrastructure, L.P. ("AIM Cemetery Infrastructure"). AIM II StoneMor is owned by American Infrastructure MLP Management II, L.L.C. ("AIM Management II") and AIM II Offshore, L.P. ("AIM II Offshore"). AIM Management II is the general partner of AIM II, AIM FFII and AIM II Offshore. AUH is the general partner of AIM Cemetery Infrastructure. The Reporting Person is a director of GP Holdings, a managing member of AIM Management II, the president of AIM II StoneMor and a member of AUH.
- (4) The Reporting Person shares the power to vote or dispose of the common units held directly by GP Holdings and ACII and, therefore, may be deemed to have voting and investment power with respect to such common units. The Reporting Person disclaims beneficial ownership of these common units except to the extent of his pecuniary interest therein.
- (5) Represents the proportionate interest of ACII in 2,332,878 common units of the Partnership held by GP Holdings. GP Holdings is majority-owned by a trust for the pecuniary benefit of ACII.

### Remarks:

The filing of this statement shall not be construed as an admission (a) that the person filing this statement is, for the purposes of

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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