

Spencer Matthew
Form 4
August 02, 2018

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 *
Spencer Matthew

2. Issuer Name and Ticker or Trading Symbol
GLOBAL PARTNERS LP [GLP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O GLOBAL PARTNERS LP, 800 SOUTH STREET, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2018

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

Chief Accounting Officer

(Street)

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

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

WALTHAM, MA 02453

(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 Ownership (Instr. 4)
Common units representing limited partner interests	08/01/2018		M	1,751 A	\$ 0 (1) 3,499	D	Indirect Beneficial Ownership
Common units representing limited partner interests	08/01/2018		F	513 (2) D	\$ 19 (3) 2,986	D	Indirect Beneficial Ownership

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

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(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 (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. Amount or Number of Shares
Phantom Units ⁽⁴⁾	\$ 0 ⁽¹⁾	08/01/2018		M	1,751	⁽⁵⁾ / ⁽⁵⁾	Common units representing limited partner interests	1,751

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spencer Matthew C/O GLOBAL PARTNERS LP 800 SOUTH STREET, SUITE 500 WALTHAM, MA 02453			Chief Accounting Officer	

Signatures

Edward J. Faneuil, Attorney-in-Fact for Matthew Spencer	08/02/2018
^{**} 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) Each phantom unit representing the right to receive one Common Unit upon vesting ("Phantom Unit") converts into a common unit representing a limited partner interest in the Issuer ("Common Unit") on a one-for-one basis.

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- (2) Each Common Unit was withheld at the request of the Reporting Person to satisfy the tax withholding obligations of the Reporting Person.
- (3) The Issuer's closing market price on July 31, 2018.
- (4) Each Phantom Unit is the economic equivalent of one Common Unit.
Pursuant to a Grant Agreement dated August 11, 2014, the Reporting Person was granted 5,253 Phantom Units. Upon satisfying the
- (5) vesting conditions set forth in said Grant Agreement, the Phantom Units vest as follows: 33 1/3% on August 1, 2018, 66 2/3% on August 1, 2019 and 100% on August 1, 2020.

Remarks:

Remarks: Mr. Matthew Spencer is the Chief Accounting Officer of Global GP LLC, the general partner of Global Partners LP.

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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