

ARMSTRONG JEFFREY R

Form 4

July 03, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ARMSTRONG JEFFREY R

(Last) (First) (Middle)

4200 W. 115TH STREET, SUITE
350

(Street)

LEAWOOD, KS 66211

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Tallgrass Energy Partners, LP [TEP]

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

06/30/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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	(A) or (D)	Price
Common Units representing limited partner interests	06/30/2018		J ⁽¹⁾⁽²⁾		4,500	D	⁽¹⁾ <u>(2)</u>
					0	⁽³⁾	

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

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information contained in this form are not
required to respond unless the form
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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
ARMSTRONG JEFFREY R 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211	X

Signatures

/s/ Christopher R. Jones,
Attorney-in-Fact
07/03/2018

**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) The Reporting Person ceased to beneficially own the common units representing limited partner interests ("Common Units") in the Issuer reported herein at the Effective Time (as defined below) of the merger (the "Merger") of Razor Merger Sub, LLC, a Delaware limited liability company ("Merger Sub"), with and into the Issuer, with the Issuer surviving the merger as a wholly-owned subsidiary of Tallgrass Equity, LLC ("Tallgrass Equity") and its subsidiaries. The Merger was effected pursuant to the Agreement and Plan of Merger, dated as of March 26, 2018 (the "Merger Agreement"), by and among the Issuer, Tallgrass Equity, Tallgrass Energy, LP, a Delaware limited partnership formerly known as Tallgrass Energy GP, LP ("TGE"), Merger Sub and Tallgrass MLP GP, LLC, a Delaware limited liability company. The Merger closed on June 29, 2018, with a delayed effective date and time of June 30, 2018 at 11:59 p.m. Central Daylight Time (the "Effective Time").

(2) (Continued from Footnote 1) At the Effective Time, (i) each Common Unit held by the Reporting Person immediately prior to the Merger converted into the right to receive 2.0 Class A shares representing limited partner interests in TGE and (ii) each equity participation unit in TEP (a "TEP EPU") held by the Reporting Person immediately prior to the Merger was forfeited in accordance with the terms of the award agreement governing such TEP EPUs.

(3) Following the Effective Time of the Merger, the Reporting Person no longer owns, directly or indirectly, any Common Units.

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.