

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Energy Transfer LP</u>  (Last) (First) (Middle) 8111 WESTCHESTER DRIVE, SUITE 600  (Street) DALLAS TX 75225  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>USA Compression Partners, LP [ USAC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/30/2019	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 (Limited Partner Interests)	07/30/2019		C		6,397,965	A	(1)	38,056,228	I	By Energy Transfer Operating, L.P. <sup>(2)(3)</sup>
Common Units (Limited Partner Interests)								8,000,000	I	By USA Compression GP, LLC <sup>(4)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Units (Limited Partner Interests)	(1)	07/30/2019		C		6,397,965		07/30/2019	07/30/2019	COMMON UNITS	6,397,965	\$0.00	0	I	By Energy Transfer Operating, L.P. <sup>(2)(3)</sup>

1. Name and Address of Reporting Person\*  
Energy Transfer LP  
 (Last) (First) (Middle)  
 8111 WESTCHESTER DRIVE, SUITE 600  
 (Street)  
 DALLAS TX 75225  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Energy Transfer Operating, L.P.  
 (Last) (First) (Middle)  
 8111 WESTCHESTER DRIVE, SUITE 600  
 (Street)  
 DALLAS TX 75225  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Energy Transfer Partners GP, L.P.  
 (Last) (First) (Middle)

8111 WESTCHESTER DRIVE, SUITE 600

(Street)  
DALLAS TX 75225

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[LE GP LLC](#)

(Last) (First) (Middle)  
8111 WESTCHESTER DRIVE, SUITE 600

(Street)  
DALLAS TX 75225

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[WARREN KELCY L](#)

(Last) (First) (Middle)  
8111 WESTCHESTER DRIVE, SUITE 600

(Street)  
DALLAS TX 75225

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Energy Transfer Partners, L.L.C.](#)

(Last) (First) (Middle)  
8111 WESTCHESTER DRIVE, SUITE 600

(Street)  
DALLAS TX 75225

(City) (State) (Zip)

Explanation of Responses:

1. The Class B units representing limited partner interests in USA Compression Partners, LP ("USAC" and such interests, the "Class B Units") are a class of partnership interests of USAC with substantially all of the rights and obligations of common units representing limited partner interests in USAC ("USAC Common Units"), except the Class B Units did not participate in distributions made prior to April 2, 2019. Pursuant to the terms of the Class B Units, the Class B Units converted into USAC Common Units on a one-for-one basis (the "Class B Conversion") for no additional consideration on July 30, 2019, the first business day following the record date for dividends attributable to the quarter ended June 30, 2019.
2. These securities are held of record by Energy Transfer Operating, L.P. ("ETO"). Energy Transfer Partners GP, L.P. ("ETP GP") is the general partner of ETO, and Energy Transfer Partners, L.L.C. ("ETP LLC") is the general partner of ETP GP. ETP GP and ETP LLC are each wholly owned subsidiaries of Energy Transfer LP ("ET"). Kelcy L. Warren ("Mr. Warren") is Chairman of the Board and Chief Executive Officer of LE GP, LLC, the general partner of ET ("LE GP"), and Mr. Warren holds an 81.2% interest in LE GP. Each of ETP GP, ETP LLC, ET, LE GP and Mr. Warren may be deemed to share beneficial ownership of the securities held of record by ETO. Each such entity or person disclaims any such beneficial ownership of such securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
3. On October 19, 2018, ET and ETO completed the merger of ETO with a wholly-owned subsidiary of ET in a unit-for-unit exchange (the "Energy Transfer Merger"). Immediately prior to the closing of the Energy Transfer Merger, ETP LLC contributed 12,466,912 USAC Common Units and 100% of the limited liability company interests in USA Compression GP, LLC ("USAC GP") to ETO in exchange for common units representing limited partner interests in ETO. As a result, ETO became the record holder of the USAC Common Units previously held of record by ETP LLC and may be deemed to share beneficial ownership of the Common Units held of record by USAC GP.
4. These securities are held of record by USAC GP.

[Energy Transfer Operating, L.P.](#)  
 By: [Energy Transfer Partners GP, L.P., its general partner](#) By: [07/30/2019](#)  
[Energy Transfer Partners, L.L.C., its general partner](#) By: [Kelcy L. Warren](#)  
[Energy Transfer Partners GP, L.P. By: Energy Transfer Partners, L.L.C., its general partner](#) By: [Kelcy L. Warren](#) [07/30/2019](#)  
[Energy Transfer LP](#) By: [LE GP, LLC, its general partner](#) By: [Kelcy L. Warren](#) [07/30/2019](#)  
[LE GP, LLC](#) By: [Kelcy L. Warren](#) [07/30/2019](#)  
[Kelcy L. Warren](#) [07/30/2019](#)  
[Energy Transfer Partners, L.L.C. By: Kelcy L. Warren](#) [07/30/2019](#)

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

