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STONEMOR PARTNERS LP

Form 3

November 07, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement STONEMOR PARTNERS LP [STON] MDC MANAGEMENT CO (Month/Day/Year) 11/05/2008 IV LLC 4. Relationship of Reporting (Last) (First) (Middle) 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 950 TOWER LANE, SUITE (Check all applicable) 800 (Street) 6. Individual or Joint/Group __X__ 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) Form filed by One Reporting Person FOSTER CITY. CAÂ 94404 X Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Ownership Beneficially Owned (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Common Units representing limited By CFSI LLC (1) (2) 1,059,946 Ι partnership interests Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and 3. Title and Amount of Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Expiration Date (Month/Day/Year)

3. Title and Amount of Expiration Ownership Ownership Ownership

4. Date Exercisable and 3. Title and Amount of Conversion Ownership

6. Nature of Indirect Ownership

7. Date Exercisable and Derivative Security

8. Date Exercisable and Derivative Security

9. Date Exercisable and Derivative Securities Underlying Ownership Ownership

9. Date Exercisable and Derivative Security

9. Date Exercisable and Derivative Security

9. Date Exercisable and Derivative Securities Underlying Ownership

9. Date Exercisable and Derivative Security

9. Date Exercisable and Derivative Securit

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Subordinated Units representing limited partnership interest	(3)	(3)	Common Units of limited partnership interests	2,119,891	\$ 0 (3)	I	By CFSI LLC (1)

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
MDC MANAGEMENT CO IV LLC 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404	Â	ÂX	Â	Â	
De Leeuw David 950 TOWER LANE SUITE 800` FOSTER CITY, CA 94404	Â	ÂX	Â	Â	
Delta Fund, LLC 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404	Â	ÂX	Â	Â	
McCown De Leeuw & Co. IV Associates, L.P. 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404	Â	ÂX	Â	Â	
McCown De Leeuw & Co. IV, L.P. 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404	Â	ÂX	Â	Â	
CORNERSTONE FAMILY SERVICES LLC 155 RITTENHOUSE CIRCLE BRISTOL, PA 19007	Â	ÂX	Â	Â	
Cornerstone Family Services, Inc. 155 RITTENHOUSE CIRCLE BRISTOL, PA 19007	Â	ÂX	Â	Â	

Reporting Owners 2

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Signatures

/s/ MDC Management Co. IV, LLC, by Robert B. Hellman, Jr., Managing Member				
**Signature of Reporting Person	Date			
David E. DeLeeuw, by Pamela Swain, Attorney-In-Fact				
**Signature of Reporting Person	Date			
Delta Fund LLC, by Robert B. Hellman, Jr., Managing Member				
**Signature of Reporting Person	Date			
McCown De Leeuw & Co. IV Associates, L.P., by MDC Management Co. IV, LLC, by Robert B. Hellman, Jr., Managing Member				
**Signature of Reporting Person	Date			
McCown De Leeuw & Co. IV, L.P., by MDC Management Co. IV, LLC, by Robert B. Hellman, Jr., Managing Member	11/06/2008			
**Signature of Reporting Person	Date			
Cornerstone Family Services LLC, by Robert B. Hellman, Jr., Manager				
**Signature of Reporting Person	Date			
Cornerstone Family Services, Inc., by Robert B. Hellman, Jr., Manager				
**Signature of Reporting Person	Date			

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
 - McCown De Leeuw & Co. IV, L.P., a California limited partnership ("MDCIV"), McCown De Leeuw & Co. IV Associates, L.P., a California limited partnership ("MDCIVA"), and Delta Fund LLC, a California limited liability company ("Delta", and, collectively with MDCIV and MDCIVA, "MDC Funds"), collectively control CFSI LLC, a Delaware limited liability company ("CFSI"). MDC Funds also
- collectively control Cornerstone Family Services LLC, a Delaware limited liability company ("Cornerstone"), that has an equity interest in CFSI. MDC Management Company IV, LLC, a California limited liability company ("MDC Management"), is the general partner of MDCIV and MDCIVA and, as such, controls MDCIV and MDCIVA. George E. McCown, Robert B. Hellman, Jr. and David E. De Leeuw are managing members of MDC Management and, as such, collectively control MDC Management. Messrs. Hellman, McCown and De Leeuw, collectively, have investment and voting control over the securities held by Delta.
- (2) Messrs. Hellman and McCown file Section 16 reports separately from the Reporting Persons. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
 - Each subordinated unit will convert into one common unit at the end of the subordination period, which will end once StoneMor Partners L.P. ("StoneMor") meets the financial tests in the First Amended and Restated Agreement of Limited Partnership of StoneMor, as
- (3) amended (the "Partnership Agreement"), but it generally cannot end before September 30, 2009. Because the tests for ending the subordination period for any three consecutive four-quarter periods ending on or after September 30, 2008 have been satisfied, 25% of the subordinated units were converted into an equal number of common units on November 5, 2008.

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.

Signatures 3