

So Austin
Form 4
March 04, 2019

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 *
So Austin

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
General Counsel, CLO and Sec.

C/O STONEMOR PARTNERS L.P., 3600 HORIZON BOULEVARD

(Street)

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

TREVOSE, PA 19053

(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 Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common units representing limited partner interests | 03/04/2019 | | M | 3,858 A <u>(1)</u> <u>(2)</u> | 4,312 | D | |
| Common units representing limited | 03/04/2019 | | M | 454 <u>(3)</u> <u>(4)</u> A <u>(3)</u> <u>(4)</u> | 4,766 | D | |

partner
interests

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

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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 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 or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Phantom Units | <u>(1)</u> <u>(2)</u> | 03/04/2019 | | M | 3,858 | <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u> | Common Units | 3,858 |
| Time Vested Units | <u>(3)</u> <u>(4)</u> | 03/04/2019 | | M | 454 | <u>(3)</u> <u>(4)</u> | <u>(3)</u> <u>(4)</u> | Common Units | 454 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| So Austin C/O STONEMOR PARTNERS L.P. 3600 HORIZON BOULEVARD TREVOSE, PA 19053 | | | General Counsel, CLO and Sec. | |

Signatures

/s/ Shirley Herman,
Attorney-in-Fact

03/04/2019

**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) On March 19, 2018, the reporting person was granted 11,574 phantom units vesting in three equal annual installments on each April 3 (or first business day thereafter) commencing on April 3, 2018 pursuant to a Key Employee Unit Agreement (the "2017 Award Agreement"), entered into as of March 19, 2018, by and between StoneMor GP LLC, the general partner of StoneMor Partners L.P. ("StoneMor GP"), and the reporting person. Each such phantom unit represents a contingent right to receive one common unit representing a limited partner interest or, at the discretion of the compensation committee of the Board of Directors of StoneMor GP, the cash equivalent of the fair market value of a common unit, in each case, conditioned upon satisfying certain time and other conditions.

On March 4, 2019, 3,858 common units were issued in settlement of the portion of the 2017 Award Agreement that vested on April 3, 2018. This settlement was delayed by the Compensation Committee's exercise of its discretion under the StoneMor Partners L.P. 2014 Long-Term Incentive Plan (the "Plan") to defer the issuance of such common units because the issuer's Registration Statement on Form S-8 (the "Form S-8") covering the issuance of such common units was not available due to the issuer's failure to file certain reports required to be filed with the Securities and Exchange Commission (the "SEC").
 - (3) The reporting person was granted 1,363 time vested units ("Time Vested Units") vesting in three equal annual installments pursuant to a Key Employee Unit Agreement (the "2016 Award Agreement"), entered into as of July 5, 2016, by and between StoneMor GP and the reporting person. Each Time Vested Unit represents a contingent right to receive one common unit representing a limited partner interest conditioned upon satisfying certain time and other conditions.

On March 4, 2019, 454 common units were issued in settlement of the portion of the 2016 Award Agreement that vested on July 5, 2018. This settlement was delayed by the Compensation Committee's exercise of its discretion under the Plan to defer the issuance of such common units because the Form S-8 covering the issuance of such common units was not available due to the issuer's failure to file certain reports required to be filed with the SEC.
 - (4)

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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