

Axelrod Andrew  
Form 3  
March 09, 2018

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                               |  |
| Â AXAR CAPITAL MANAGEMENT L.P.            |         |          | (Month/Day/Year)                     | STONEMOR PARTNERS LP [STON]  |  |
| (Last)                                    | (First) | (Middle) |                                      | 4. Relationship of Reporting Person(s) to Issuer                                 | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1330 AVENUE OF THE AMERICAS,Â 30TH FLOOR  |         |          |                                      | (Check all applicable)   |  |
| (Street)                                  |         |          |                                      | <input type="checkbox"/> Director  | <input checked="" type="checkbox"/> 10% Owner        |
| NEW YORK,Â NYÂ 10019                      |         |          |                                      | <input type="checkbox"/> Officer   | <input type="checkbox"/> Other                       |
| (City)                                    | (State) | (Zip)    |                                      | (give title below)   | (specify below)                                      |
|   |         |          |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |  |
|   |         |          |                                      | <input type="checkbox"/> Form filed by One Reporting Person                      |  |
|   |         |          |                                      | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)                      | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|
| Common Units Representing Limited Partnership Interests | 6,650,613  | I   | See footnotes <u>(1)</u> <u>(2)</u>                      |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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|                                  | Date Exercisable | Expiration Date | (Instr. 4)<br>Title                                     | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | (Instr. 5)            |
|----------------------------------|------------------|-----------------|---|----------------------------|------------------------------|---|-----------------------|
| Equity Swaps (obligation to buy) | Â (3)            | 06/20/2019      | Common Units Representing Limited Partnership Interests | 1,296,000                  | \$ (4)                       | I   | See footnotes (1) (2) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| AXAR CAPITAL MANAGEMENT L.P.<br>1330 AVENUE OF THE AMERICAS<br>30TH FLOOR<br>NEW YORK, NY 10019 | Â             | Â X       | Â       | Â     |
| Axar GP, LLC<br>1330 AVENUE OF THE AMERICAS, 6TH FLOOR<br>NEW YORK, NY 10019                    | Â             | Â X       | Â       | Â     |
| Axelrod Andrew<br>1330 AVENUE OF THE AMERICAS, 6TH FLOOR<br>NEW YORK, NY 10019                  | Â             | Â X       | Â       | Â     |

## Signatures

|   |                                 |            |
|---|---------------------------------|------------|
| AXAR CAPITAL MANAGEMENT, LP, By: Axar GP LLC, its general partner, By:/s/ Andrew Axelrod, its Sole Member | **Signature of Reporting Person | 03/09/2018 |
|   |                                 | Date       |
| AXAR GP LLC, By: /s/ Andrew Axelrod, its Sole Member  | **Signature of Reporting Person | 03/09/2018 |
|   |                                 | Date       |
| /s/ Andrew Axelrod  | **Signature of Reporting Person | 03/09/2018 |
|   |                                 | 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).
- This Form 3 is filed by Axar Capital Management, LP (the "Investment Manager"), Axar GP LLC ("GP") and Mr. Andrew Axelrod, with respect to the Common Units Representing Limited Partnership Interests (the "Common Units") held by Axar Master Fund, Ltd. and
- (1) certain other funds and/or managed accounts (collectively, the "Axar Vehicles"). The Investment Manager serves as the investment manager of the Axar Vehicles. GP is the general partner of Investment Manager. Mr. Andrew Axelrod serves as the sole member of the GP.
  - (2) Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons may be deemed to be the beneficial owner of the securities reported herein to the extent of his or its pecuniary interest therein, but disclaims

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beneficial ownership in excess of such amount; and pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

- (3) These cash-settled equity swaps can be settled at any time before the expiration date.

The reference prices of the equity swaps range from \$4.7764 to \$7.5565. Upon settlement of the various swap agreements, either (i) the counterparty will pay to the Reporting Person in cash an amount determined in part by reference to any increase between the initial

- (4) reference price set forth in column 4 of Table II and the market value of a notional number of Common Units on the applicable expiration date as set forth in Table II or (ii) the Reporting Person will pay to the counterparty in cash an amount determined in part by reference to any decrease between the initial reference price set forth in this footnote (4) and the market value of the reference shares on the applicable expiration date listed in Table II.

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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