

Emerge Energy Services LP  
Form SC 13G/A  
January 24, 2014

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)\***

**(Final Amendment)**

**Emerge Energy Services LP**

(Name of Issuer)

**Common Units representing limited partner interests in the Issuer**

(Title of Class of Securities)

**29102H108**

(CUSIP Number)

**January 10, 2014**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 29102H108

1. Names of Reporting Persons  
LBC Sub V, LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
0.0
6. Shared Voting Power  
1,028,936
7. Sole Dispositive Power  
0.0
8. Shared Dispositive Power  
1,028,936
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,028,936
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
4.4%
12. Type of Reporting Person (See Instructions)  
OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

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CUSIP No. 29102H108

1. Names of Reporting Persons  
LBC Credit Partners, LP
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
0.0
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12. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

Edgar Filing: Emerge Energy Services LP - Form SC 13G/A

CUSIP No. 29102H108

1. Names of Reporting Persons  
LBC Credit Partners Parallel, LP
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
0.0
6. Shared Voting Power  
1,028,936
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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

Edgar Filing: Emerge Energy Services LP - Form SC 13G/A

CUSIP No. 29102H108

1. Names of Reporting Persons  
LBC Credit Partners II, LP
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
0.0
6. Shared Voting Power  
1,028,936
7. Sole Dispositive Power  
0.0
8. Shared Dispositive Power  
1,028,936
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Number of  
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Each  
Reporting  
Person With:

Edgar Filing: Emerge Energy Services LP - Form SC 13G/A

CUSIP No. 29102H108

1. Names of Reporting Persons  
LBC Credit Partners Parallel II, LP
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
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Delaware
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0.0
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Each  
Reporting  
Person With:

Edgar Filing: Emerge Energy Services LP - Form SC 13G/A

CUSIP No. 29102H108

1. Names of Reporting Persons  
LBC Credit Funding, LP
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
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Number of  
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Each  
Reporting  
Person With:

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CUSIP No. 29102H108

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LBC Credit Funding II, LP
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12. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:



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CUSIP No. 29102H108

1. Names of Reporting Persons  
LBC Credit Funding GP, LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
0.0
6. Shared Voting Power  
1,028,936
7. Sole Dispositive Power  
0.0
8. Shared Dispositive Power  
1,028,936
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,028,936
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4.4%
12. Type of Reporting Person (See Instructions)  
OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

Edgar Filing: Emerge Energy Services LP - Form SC 13G/A

CUSIP No. 29102H108

1. Names of Reporting Persons  
LBC Credit Funding II GP, LLC
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
Delaware
- |  |    |   |
|--|----|---|
|  | 5. | Sole Voting Power<br>0.0  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6. | Shared Voting Power<br>1,028,936  |
|  | 7. | Sole Dispositive Power<br>0.0   |
|  | 8. | Shared Dispositive Power<br>1,028,936                                     |
|  | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,028,936 |
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
4.4%
  12. Type of Reporting Person (See Instructions)  
OO

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CUSIP No. 29102H108

1. Names of Reporting Persons  
John J. Brignola
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
United States
5. Sole Voting Power  
0.0
6. Shared Voting Power  
1,028,936
7. Sole Dispositive Power  
0.0
8. Shared Dispositive Power  
1,028,936
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,028,936
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
4.4%
12. Type of Reporting Person (See Instructions)  
IN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

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CUSIP No. 29102H108

1. Names of Reporting Persons  
Christopher J. Calabrese
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
United States
- |  |    |                                       |
|--|----|---------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 5. | Sole Voting Power<br>0.0              |
|  | 6. | Shared Voting Power<br>1,028,936      |
|  | 7. | Sole Dispositive Power<br>0.0         |
|  | 8. | Shared Dispositive Power<br>1,028,936 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,028,936
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
4.4%
12. Type of Reporting Person (See Instructions)  
IN

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CUSIP No. 29102H108

1. Names of Reporting Persons  
Nathaniel R. Cohen
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
United States
5. Sole Voting Power  
0.0
6. Shared Voting Power  
1,028,936
7. Sole Dispositive Power  
0.0
8. Shared Dispositive Power  
1,028,936
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1,028,936
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4.4%
12. Type of Reporting Person (See Instructions)  
IN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

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CUSIP No. 29102H108

1. Names of Reporting Persons  
Ira M. Lubert
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
United States
5. Sole Voting Power  
0.0
6. Shared Voting Power  
1,028,936
7. Sole Dispositive Power  
0.0
8. Shared Dispositive Power  
1,028,936
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,028,936
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11. Percent of Class Represented by Amount in Row (9)  
4.4%
12. Type of Reporting Person (See Instructions)  
IN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

**Item 1.**

- (a) Name of Issuer:  
Emerge Energy Services LP
- (b) Address of Issuer's Principal Executive Offices:  
1400 Civic Place, Suite 250  
Southlake, Texas 76092

**Item 2.**

- (a) Name of Persons Filing:  
LBC Sub V, LLC,  
  
LBC Credit Partners, LP  
  
LBC Credit Partners Parallel, LP  
  
LBC Credit Partners II, LP  
  
LBC Credit Partners Parallel II, LP  
  
LBC Credit Funding, LP  
  
LBC Credit Funding II, LP  
  
LBC Credit Funding GP, LLC  
  
LBC Credit Funding II GP, LLC  
  
John J. Brignola  
  
Christopher J. Calabrese  
  
Nathaniel R. Cohen  
  
Ira M. Lubert
- (b) Address of the Principal Office (or, if none, Residence):  
c/o LBC Credit Partners, Inc.  
  
Cira Centre, 2929 Arch Street, Suite 1550  
  
Philadelphia, PA 19104-7340
- (c) Citizenship:  
Each filing person that is an entity was formed in Delaware. Each filing person that is an individual is a United States citizen.
- (d) Title of Class of Securities:  
Common Units representing limited partner interests in the Issuer ( Common Units ).
- (e) CUSIP Number:  
29102H108

**Item 3.**

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)

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- |                 |                       |   |
|-----------------|-----------------------|---|
|                 |                       | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).  |
| (d)             | <input type="radio"/> | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).  |
| (e)             | <input type="radio"/> | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);   |
| (f)             | <input type="radio"/> | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);  |
| (g)             | <input type="radio"/> | A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);  |
| (h)             | <input type="radio"/> | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);  |
| (i)             | <input type="radio"/> | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j)             | <input type="radio"/> | Group, in accordance with §240.13d-1(b)(1)(ii)(J).  |
| Not Applicable. |                       |   |



**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

LBC Sub V, LLC, a Delaware limited liability company ( Sub V ), is the record owner of 1,028,936 Common Units. Sub V is managed by a three-member board of managers consisting of John J. Brignola, Christopher J. Calabrese and Nathaniel R. Cohen (the Sub V Board ). All of the outstanding membership interests in Sub V are held by LBC Credit Partners, LP (27.225%), LBC Credit Partners Parallel, LP (5.775%), LBC Credit Partners II, LP (63.453%) and LBC Credit Partners Parallel II, LP (3.547%), each a Delaware limited partnership. LBC Credit Funding, LP, a Delaware limited partnership ( LBC GP I ), is the sole general partner of each of LBC Credit Partners, LP and LBC Credit Partners Parallel, LP, and LBC Credit Funding II, LP, a Delaware limited partnership ( LBC GP II ), is the sole general partner of each of LBC Credit Partners II, LP and LBC Credit Partners Parallel II, LP. LBC Credit Funding GP, LLC, a Delaware limited liability company ( LBC LLC I ), is the sole general partner of LBC GP I, and LBC Credit Funding II GP, LLC, a Delaware limited liability company ( LBC LLC II ), is the sole general partner of LBC GP II. LBC LLC I is managed by a four-member board of managers consisting of Messrs. Brignola, Calabrese and Cohen and Ira M. Lubert, and LBC LLC II is managed by a three-member board of managers consisting of Messrs. Brignola, Calabrese and Cohen (the members of both boards, collectively, are referred to as, the Managers ). Each of the Managers is also a member of each of LBC LLC I and LBC LLC II, and, collectively, the Managers own all of the outstanding membership interests of LBC LLC I and LBC LLC II. By unanimous written consent of the Managers (in their capacities as managers and members), each of LBC LLC I and LBC LLC II has delegated to the Sub V Board all management authority with respect to Sub V, including all voting and dispositive power with respect to the Common Units held by Sub V. Accordingly, each of LBC LLC I, LBC LLC II, LBC GP I, LBC GP II, Sub V and the Managers may be deemed to share beneficial ownership over the Common Units held by Sub V. Each individual who is a manager of LBC LLC I, LBC LLC II or Sub V is a member of a board of managers consisting of at least three members and, as such, each such individual disclaims beneficial ownership over the Common Units held by Sub V. See Item 4(b).

(b) Percent of class:

4.4%, based on 23,219,680 Common Units outstanding as of November 14, 2013, as reported on the Issuer's Form 10-Q for the Quarterly Period ended September 30, 2013 filed with the Securities and Exchange Commission on November 14, 2013. As of January 10, 2014, the reporting persons beneficially owned 1,159,078 Common Units, representing 5.0% (rounded up from 4.99%) of the class, based on the same number of Common Units outstanding.

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:  
0.0.
- (ii) Shared power to vote or to direct the vote:  
1,028,936
- (iii) Sole power to dispose or to direct the disposition of:  
0.0.
- (iv) Shared power to dispose or to direct the disposition of:  
1,028,936

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than 5 percent of the class of securities, check the following x.

- Item 6. Ownership of More than Five Percent on Behalf of Another Person.**  
Not Applicable.
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**  
Not Applicable.
- Item 8. Identification and Classification of Members of the Group.**  
Not Applicable.
- Item 9. Notice of Dissolution of Group.**  
Not Applicable.

**Item 10.**

**Certification (pursuant to §240.13d-1(c)).**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 23, 2014

LBC SUB V, LLC

By: /s/ Nathaniel R. Cohen  
Name: Nathaniel R. Cohen  
Title: Executive Manager

LBC CREDIT PARTNERS, LP  
LBC CREDIT PARTNERS PARALLEL, LP

By: LBC Credit Funding, LP, as the sole general partner

By: LBC Credit Funding GP, LLC, as the sole general partner

By: /s/ Nathaniel R. Cohen  
Name: Nathaniel R. Cohen  
Title: Executive Vice President

LBC CREDIT PARTNERS II, LP  
LBC CREDIT PARTNERS PARALLEL II, LP

By: LBC Credit Funding II, LP, as the sole general partner

By: LBC Credit Funding II GP, LLC, as the sole general partner

By: /s/ Nathaniel R. Cohen  
Name: Nathaniel R. Cohen  
Title: Executive Manager

LBC CREDIT FUNDING, LP

By: LBC Credit Funding GP, LLC, as the sole general partner

By: /s/ Nathaniel R. Cohen  
Name: Nathaniel R. Cohen  
Title: Executive Vice President

LBC CREDIT FUNDING II, LP

By: LBC Credit Funding II GP, LLC, as the sole general partner

By: /s/ Nathaniel R. Cohen  
Name: Nathaniel R. Cohen  
Title: Executive Manager

LBC CREDIT FUNDING GP, LLC

By: /s/ Nathaniel R. Cohen  
Name: Nathaniel R. Cohen  
Title: Executive Vice President

LBC CREDIT FUNDING II GP, LLC

By: /s/ Nathaniel R. Cohen  
Name: Nathaniel R. Cohen  
Title: Executive Manager

/s/ John J. Brignola  
John J. Brignola

/s/ Christopher J. Calabrese  
Christopher J. Calabrese

/s/ Nathaniel R. Cohen  
Nathaniel R. Cohen

/s/ Ira M. Lubert  
Ira M. Lubert