

Emerge Energy Services LP  
Form 4  
July 25, 2014

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**INSIGHT EQUITY  
MANAGEMENT Co LLC**

(Last) (First) (Middle)

**C/O EMERGE ENERGY  
SERVICES LP, 180 STATE  
STREET, SUITE 225**

(Street)

**SOUTHLAKE, TX 76092**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Emerge Energy Services LP [EMES]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/25/2014**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☐ Form filed by One Reporting Person  
☒ 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. 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)
COMMON UNITS (LIMITED PARTNER INTERESTS)	06/25/2014		S <sup>(3)</sup>	2,798,165 (1) (2) (3)	D \$ 105.24 6,598,964 (4)	I (1) (2)	BY SSR
COMMON UNITS (LIMITED PARTNER INTERESTS)	06/25/2014		S <sup>(3)</sup>	303,489 (1) (2) (3)	D \$ 105.24 715,723 (4)	I (1) (2)	BY AEC
	07/23/2014		S <sup>(5)</sup>		D 6,467,122	I (1) (2)	BY SSR

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COMMON UNITS (LIMITED PARTNER INTERESTS)			131,842		\$				
			(1) (2) (5)		105.24				
					(4)				
COMMON UNITS (LIMITED PARTNER INTERESTS)	07/23/2014	S(5)	14,300 (1) (2) (5)	D	\$ 105.24 (4)	701,423	I (1) (2)	BY AEC	

Reminder: Report on a separate line for each class of securities beneficially 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 currently valid OMB control number.**

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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INSIGHT EQUITY MANAGEMENT Co LLC C/O EMERGE ENERGY SERVICES LP 180 STATE STREET, SUITE 225 SOUTHLAKE, TX 76092	X	X		See Remarks
BENESKI TED W C/O EMERGE ENERGY SERVICES LP 180 STATE STREET, SUITE 225 SOUTHLAKE, TX 76092	X	X		See Remarks

VESCOVO VICTOR L C/O EMERGE ENERGY SERVICES LP 180 STATE STREET, SUITE 225 SOUTHLAKE, TX 76092	X	X	See Remarks
SUPERIOR SILICA RESOURCES LLC C/O EMERGE ENERGY SERVICES LP 180 STATE STREET, SUITE 225 SOUTHLAKE, TX 76092	X	X	See Remarks
Insight Equity GP I LP C/O EMERGE ENERGY SERVICES LP 180 STATE STREET, SUITE 225 SOUTHLAKE, TX 76092	X	X	See Remarks

## Signatures

/s/ Insight Equity Management Company LLC	07/25/2014
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          \*\*Signature of Reporting Person

Date

/s/ Ted W. Beneski	07/25/2014
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          \*\*Signature of Reporting Person

Date

/s/ Victor L. Vescovo	07/25/2014
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          \*\*Signature of Reporting Person

Date

/s/ Superior Silica Resources LLC	07/25/2014
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          \*\*Signature of Reporting Person

Date

/s/ Insight Equity GP I LP	07/25/2014
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          \*\*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) This Form 4 is filed jointly by Superior Silica Resources LLC ("SSR"), as direct holder of the Common Units sold, and by Insight Equity Management Company LLC ("Insight Equity"), Insight Equity GP I LP ("GP"), Ted W. Beneski and Victor L. Vescovo, as controlling persons with respect to SSR and AEC Resources LLC ("AEC"). Insight Equity is the investment manager to GP and GP is the general partner of Insight Equity 1 LP ("Fund 1"). SSR and AEC are each indirect subsidiaries of Fund 1. As such Insight Equity and GP have the shared power to vote and dispose of the Common Units held by SSR and AEC, and as such, may be deemed to indirectly beneficially own the securities held by SSR and AEC. Messrs.

(2) Beneski and Vescovo are the controlling equity owners of Insight Equity and GP, and as such, may be deemed to indirectly beneficially own the securities held by SSR and AEC, but disclaim such beneficial ownership except to the extent of their pecuniary interest therein. Does not give effect to the sale by Mr. Beneski in the secondary offering, which is reported separately on a Form 4 filed by Mr. Beneski.

(3) Common Units sold to the underwriters in connection with a secondary offering per the Issuer's Registration Statement on Form S-3ASR (Registration No. 333-196465).

(4) Represents sales price to underwriters, net of commissions and discounts.

(5) Common units were sold to underwriters upon the partial exercise of their overallotment option in connection with a secondary offering per the Issuer's Registration Statement on Form S-3ASR (Registration No. 333-196465).

**Remarks:**

Each of Ted W. Beneski and Victor L. Vescovo are also directors of the general partner of the Issuer.

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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