

Emerge Energy Services LP  
Form NT 10-Q  
November 09, 2015

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

SEC FILE NUMBER: 001-35912

CUSIP NUMBER: 29102H108

(Check one):       Form 10-K               Form 20-F                       Form 11-K               Form 10-Q               Form 10-D  
                          Form N-SAR               Form N-CSR

For Period Ended:    September 30, 2015

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

*Read Instructions (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: N/A

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**PART I   REGISTRANT INFORMATION**

**Emerge Energy Services LP**

Full Name of Registrant

**N/A**

Former Name if Applicable

**180 State Street, Suite 225**

Address of Principal Executive Office (*Street and Number*)

**Southlake, Texas 76092**

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City, State and Zip Code

### **PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
  - (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
  - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.
- x

### **PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Over the past several weeks, our management has been, and continues to be, focused on addressing Emerge Energy Services LP's (the Partnership's) compliance with its Amended and Restated Revolving Credit and Security Agreement, dated June 27, 2014, as amended (the Credit Agreement). On October 19, 2015, we entered into a limited waiver to the Credit Agreement whereby the lenders waived any default or right to exercise any remedy as a result of the Partnership's failure to be in compliance with the total leverage ratio covenant for the fiscal quarter ended September 30, 2015. This limited waiver expires on November 13, 2015. Our management is currently negotiating an amendment to the Credit Agreement that would be entered into prior to the expiration of the limited waiver. These efforts have required significant amounts of management time that ordinarily would be devoted to preparation of the Partnership's Quarterly Report on Form 10-Q for the period ended September 30, 2015 (the Quarterly Report) and related matters. The terms of the amendment to the Credit Agreement or, in its absence, an acceleration of the outstanding amounts under Credit Agreement would materially affect the financial statements presented in the Quarterly Report and the disclosures set forth in the Quarterly Report. The issues described above, which have caused the Partnership to be unable to timely file the Quarterly Report, could not be eliminated without unreasonable effort or expense. We expect to file the Quarterly Report within the 5-day extension period afforded by Rule 12b-25.

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### Forward-Looking Statements

This notification contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements reflect management's current expectations based on currently available operating, financial and competitive information, but are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those anticipated in or implied by the forward-looking statements. Our forward-looking statements are generally identified with words such as anticipate, believe, estimate, intend, plan, could, may and similar expressions. Risks, uncertainties and assumptions that could affect our forward-looking statements include, among other things:

- the risk that we may not obtain a waiver, amendment or other arrangement with our lender prior to expiration of the limited waiver, which would result in a covenant breach and event of default under the Credit Agreement;
- the risk that, if we do not enter into an amendment to the Credit Agreement prior to the expiration of the limited waiver, our lenders may exercise their remedies under the Credit Agreement, including declaring all outstanding debt thereunder to be immediately due and payable and exercising their remedies against our assets and our subsidiaries' assets; and
- the other factors detailed in the section entitled Risk Factors included in the Partnership's periodic reports filed with the Securities and Exchange Commission, including the Annual Report on Form 10-K/A for the year ended December 31, 2014.

All forward-looking statements included in this notification should be considered in the context of these risk factors. Except as required by law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Investors and prospective investors are cautioned not to place undue reliance on such forward-looking statements.

### PART IV OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Joseph C. Tusa, Jr.	(817)	865-5830
(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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**Emerge Energy Services LP**

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(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date November 9, 2015

By Emerge Energy Services GP LLC, its general partner

By:	/s/ Joseph C. Tusa, Jr.
Name:	Joseph C. Tusa, Jr.
Title:	Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

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