

Sanchez Production Partners LP
 Form 3
 October 26, 2015

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 and Ticker or Trading Symbol	
Â Stonepeak Catarina Holdings LLC			(Month/Day/Year)		Sanchez Production Partners LP [SPP]	
(Last)	(First)	(Middle)	10/14/2015			
717 5TH AVENUE, 25TH FLOOR					4. Relationship of Reporting Person(s) to Issuer	
(Street)					(Check all applicable)	
NEW YORK, NY 10022					<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
(City)	(State)	(Zip)			5. If Amendment, Date Original Filed(Month/Day/Year)	
					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 (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
------------------------------------	--	---	--

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

Edgar Filing: Sanchez Production Partners LP - Form 3

				Shares		or Indirect (1) (Instr. 5)
Class B Preferred Units	Â (1)	Â (1)	Common Units	19,444,445 (1)	\$ (1)	D (2) (3) Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stonepeak Catarina Holdings LLC 717 5TH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
Stonepeak Catarina Upper Holdings LLC 717 5TH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
Stonepeak Infrastructure Fund (Orion AIV) LP 717 5TH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
Stonepeak Associates LLC 717 5TH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
Stonepeak GP Holdings LP 717 5TH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
Stonepeak GP Investors LLC 717 5TH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
Stonepeak GP Investors Manager LLC 717 5TH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
Dorrell Michael B. 717 5TH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
Vichie Trent D 717 5TH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

/s/ Michael
Dorrell 10/26/2015

**Signature of Reporting Person Date

/s/ Trent Vichie 10/26/2015

Signature of
Reporting Person

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).

(1) The Class B Preferred Units (the "Preferred Units") are convertible into Common Units at any time, at the holder's election, and have no expiration date. The Conversion Rate is equal to the quotient of (i) the aggregate purchase price for the Preferred Units plus accrued and unpaid distributions thereon, divided by (ii) the lesser of (a) the purchase price for the Preferred Units and (b) the volume weighted average price for which Common Units are issued by the Issuer during the period beginning on October 14, 2015 and ending on the date on which the Issuer has issued Common Units in exchange for cash in an aggregate amount equal to at least \$75 million. The initial Conversion Rate, in effect at the time of filing of this Form 4, is 1:1 (i.e., each one Preferred Unit is convertible into one Common Unit).

(2) These Preferred Units are owned directly by Stonepeak Catarina Holdings LLC, and indirectly by Stonepeak Catarina Upper Holdings LLC, Stonepeak Infrastructure Fund (Orion AIV) LP, Stonepeak Associates LLC, Stonepeak GP Holdings LP, Stonepeak GP Investors LLC, Stonepeak GP Investors Manager LLC, Michael Dorrell and Trent Vichie. Stonepeak Catarina Upper Holdings LLC is the managing member of Stonepeak Catarina Holdings LLC. Stonepeak Infrastructure Fund (Orion AIV) LP is the managing member of Stonepeak Catarina Upper Holdings LLC. Stonepeak Associates LLC is the general partner of Stonepeak Infrastructure Fund (Orion AIV) LP. Stonepeak GP Holdings LP is the sole member of Stonepeak Associates LLC. Stonepeak GP Investors LLC is the general partner of Stonepeak GP Holdings LP. Stonepeak GP Investors Manager LLC is the managing member of Stonepeak GP Investors LLC. Each of Michael Dorrell and Trent Vichie serve as a managing member of Stonepeak GP Investors Manager LLC.

(3) Each Reporting Person disclaims beneficial ownership of the Preferred Units except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Preferred Units for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

^

Remarks:

Exhibit 99.1: Additional Signatures

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.