### Edgar Filing: Sprague Resources LP - Form 4

Sprague Resou Form 4	rces LP										
January 29, 20	15										
FORM	4								OMB AF	PROVAL	
	UNITEDSI	TES SI			ND EXCI D.C. 2054		GE C(	OMMISSION	OMB Number:	3235-0287	
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instruction 1(b).	Filed pursu Section 17(a)	ant to Sec	CHANG S stion 16(a blic Utili	ES IN B ECURI a) of the ty Holdi	January 31, Expires: 2005 Estimated average burden hours per response 0.5						
(Print or Type Res	ponses)										
Moore John W. S			8					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Mid	dle) 3.	3. Date of Earliest Transaction (Che				(Check	k all applicable)			
185 INTERNA	ATIONAL DRIV		10nth/Day/ 1/28/201					Director X Officer (give t pelow) Se		Owner er (specify	
PORTSMOUT	(Street)		If Amendi led(Month/		e Original		1	5. Individual or Joi Applicable Line) _X_ Form filed by Or Form filed by Mo	ne Reporting Per	rson	
							I	Person			
(City)	(State) (Zi	p)	Table I	- Non-De	rivative Se	curiti	es Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deemed hth/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securi or(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Units				Code V	Amount	(D)	Price	(1150. 5 and 4)			
representing limited partner interests	01/28/2015			A <u>(1)</u>	3,500	A	\$0	8,008	D		
Common Units representing limited partner interests	01/28/2015			F	1,143	D	\$ 23.05	6,865	D		

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

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secu
Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securitie	es	(Instr. 5)	Bene
Derivative				Securities	5		(Instr. 3	and 4)		Owne
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
							٨	mount		
					Date Exercisable	Expiration Date				
			Code V	(A) (D)						
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion(Month/Day/Year)Execution Date, ifor ExerciseanyPrice of(Month/Day/Year)Derivative	Conversion (Month/Day/Year) Execution Date, if Transacti or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise(Month/Day/Year)Execution Date, if anyTransactionNumber CodePrice of Derivative(Month/Day/Year)(Instr. 8)Derivative SecuritiesSecurityAcquired (A) or Disposed of (D) (Instr. 3,	Conversion or Exercise(Month/Day/Year)Execution Date, if anyTransactionNumber CodeExpiration D (Month/Day/ Unstr. 8)Price of Derivative(Month/Day/Year)(Instr. 8)Derivative 	Conversion or Exercise(Month/Day/Year)Execution Date, if anyTransactionNumber CodeExpiration Date (Month/Day/Year)Price of Derivative(Month/Day/Year)(Instr. 8)Derivative SecuritiesSecuritySecurities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Securities Acquired bisposedDateExpiration Expiration	Conversion or Exercise(Month/Day/Year)Execution Date, if anyTransactionNumber CodeExpiration Date (Month/Day/Year)Amount Underly SecuritiesPrice of Derivative(Month/Day/Year)(Instr. 8)Derivative SecuritiesSecurities (Instr. 3)(Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)MouthMouthDate ExercisableExpiration DateTitleAnount Mouth	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)TransactionNumber Code ofExpiration Date (Month/Day/Year)Amount of Underlying Securities (Instr. 8)Derivative SecuritySecurities (Month/Day/Year)Instr. 8)Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)Instr. 9Amount of Underlying Securities (Instr. 3 and 4)Date ExercisableExpiration Date (Month/Day/Year)Amount of Underlying Securities (Instr. 3 and 4)	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)Transactio-Number Code of (Instr. 8)Expiration Date (Month/Day/Year)Amount of Underlyear)Derivative Securities (Instr. 5)Derivative Security(Month/Day/Year)(Month/Day/Year)Or Securities (Instr. 3) (A) or Disposed of (D) (Instr. 3, 4, and 5)Derivative SecuritiesAmount of Underlyear)Derivative Securities (Instr. 5)Derivative (Month/Day/Year)Image: Derivative Security (Imstr. 4)Image: Derivative Securities (Instr. 3) (Instr. 3, 4, and 5)Derivative SecuritiesAmount of Underlyear)Derivative Securities (Instr. 5)Image: Derivative Security (Imstr. 4)Image: Derivative Securities (Instr. 3, 4, and 5)Derivative SecuritiesAmount of Image: Derivative Securities (Instr. 5)Image: Derivative Security (Imstr. 4)Image: Derivative Securities (Instr. 3, 4, and 5)Image: Derivative Securities (Image: Derivative Securities (Image: Derivative Securities (Image: Derivative Securities (Image: Derivative Securities (Image: Derivative (Image: Derivativ

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
Toportung of their round / round of	Director	10% Owner	Officer	Other					
Moore John W. 185 INTERNATIONAL DRIVE PORTSMOUTH, NH 03801			See Remarks						
Signatures									
/s/ Paul A. Scoff, as attorney-in-fact for John W.									
Moore			01/29/201	5					
<u>**</u> Signature of Reporting Pe		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).

Represents the vesting of performance-based unit-settled phantom units under the Issuer's 2013 Long Term Incentive Plan. These units
 (1) are not freely transferrable until the end of the Subordination Period, as described in the Issuer's Registration Statement on Form S-1 (File No. 333-175826).

#### **Remarks:**

Vice President, Chief Accounting Officer and Controller

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.