

Tallgrass Energy Partners, LP
 Form 4
 September 08, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Tallgrass GP Holdings, LLC

2. Issuer Name and Ticker or Trading Symbol
 Tallgrass Energy Partners, LP [TEP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 4200 W. 115TH STREET, SUITE 350
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/05/2014

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

LEAWOOD, KS 66211

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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. Transaction 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 Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Units representing limited partner interests	09/05/2014		J ⁽¹⁾	70,340	A	11	10,155,480	I	See footnote (2)

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)

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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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
Tallgrass GP Holdings, LLC 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211		X		
Tallgrass Development GP, LLC 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211		X		
Tallgrass Development, LP 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211		X		
Tallgrass Operations, LLC 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211		X		

Signatures

Tallgrass GP Holdings, LLC, /s/ George E. Rider, Executive Vice President, General Counsel and Secretary	09/08/2014
__Signature of Reporting Person	Date
Tallgrass Development GP, LLC, /s/ George E. Rider, Executive Vice President, General Counsel and Secretary	09/08/2014
__Signature of Reporting Person	Date
Tallgrass Development, LP, by: Tallgrass Development GP, LLC, its General Partner, /s/ George E. Rider, Executive Vice President, General Counsel and Secretary	09/08/2014
__Signature of Reporting Person	Date

Tallgrass Operations, LLC, /s/ George E. Rider, Executive Vice President, General Counsel
and Secretary

09/08/2014

__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) On September 5, 2014, the Issuer, Tallgrass Operations, LLC ("Tallgrass Operations"), Tallgrass Pony Express Pipeline, LLC ("Pony Express") and Tallgrass Development, LP ("Tallgrass Development") entered into that certain Contribution and Transfer Agreement pursuant to which Tallgrass PXP Holdings, LLC, a wholly-owned subsidiary of the Issuer, acquired 33.3% of the issued and outstanding membership interests in Pony Express (the "Subject Interest"). The 70,340 common units representing limited partner interests acquired by Tallgrass Operations and reported herein were issued to Tallgrass Operations as partial consideration for the Issuer's acquisition of the Subject Interest.

(2) This Form 4 is being filed jointly by Tallgrass GP Holdings, LLC ("Tallgrass GP Holdings"), Tallgrass Development GP, LLC ("Tallgrass Development GP"), Tallgrass Development and Tallgrass Operations. The securities of the Issuer are owned directly by Tallgrass Operations. Tallgrass GP Holdings directly owns 100% of the outstanding membership interests of Tallgrass Development GP. Tallgrass Development GP is the general partner of Tallgrass Development. Tallgrass Development directly owns 100% of the outstanding securities of Tallgrass Operations. Tallgrass GP Holdings, Tallgrass Development GP and Tallgrass Development may therefore be deemed to beneficially own securities of the Issuer owned directly by Tallgrass Operations.

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.