

Tallgrass Energy Partners, LP
 Form 4
 January 05, 2016

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 Equity, LLC

(Last) (First) (Middle)

4200 W. 115TH STREET, SUITE 350

(Street)

LEAWOOD, KS 66211

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Tallgrass Energy Partners, LP [TEP]

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

05/11/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

X 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. 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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common units representing limited partner interests	05/11/2015		J ⁽¹⁾		26,355,480	D	\$ 0 0	I	See Footnote (1)
Common units representing limited partner interests	05/12/2015		P		20,000,000 ⁽²⁾	A	\$ 47.68	20,000,000	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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(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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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 Equity, LLC 4200 W. 115TH STREET, SUITE 350 LEAWOOD, KS 66211		X		

Signatures

Tallgrass Equity, LLC, /s/ Chris Jones, Name: Chris Jones, Title: Assistant Secretary

01/04/2016

__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).

- In connection with the closing of the initial public offering of Tallgrass Energy GP, LP, Tallgrass Equity, LLC (the "Reporting Person") distributed its 100% membership interest in Tallgrass Energy Holdings, LLC ("Holdings") to each of the owners of the Reporting Person. Holdings is the general partner of Tallgrass Development, LP; Tallgrass Development, LP directly owns 100% of the outstanding
- (1) securities of Tallgrass Operations, LLC; Tallgrass Operations, LLC directly owned (prior to the second transaction reported herein) 26,355,480 common units representing limited partner interests ("Common Units") of Tallgrass Energy Partners, LP (the "Issuer"). As a result of the reported transaction, the Reporting Person no longer indirectly beneficially owns any Common Units of the Issuer through Holdings.
 - (2) Also in connection with the closing of the initial public offering of Tallgrass Energy GP, LP, the Reporting Person directly acquired 20,000,000 Common Units of the Issuer from Tallgrass Operations, LLC.

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