

USA Compression Partners, LP  
 Form 3/A  
 March 23, 2017

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

OMB APPROVAL

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**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 <b>and</b> Ticker or Trading Symbol	
Â Argonaut Private Equity, L.L.C.			(Month/Day/Year)	USA Compression Partners, LP [USAC]	
(Last)	(First)	(Middle)	08/30/2013		
7030 S. YALE AVE,Â SUITE 810			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		05/19/2014
TULSA,Â OKÂ 74136			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		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
(City)	(State)	(Zip)			

**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)
Common Units	6,676,874 <sup>(1)</sup>	D	Â
Common Units	148,505 <sup>(2)</sup> <sup>(3)</sup>	D	Â
Common Units	74,253 <sup>(2)</sup> <sup>(4)</sup>	D	Â
Common Units	7,425 <sup>(2)</sup> <sup>(5)</sup>	D	Â
Common Units	2,970 <sup>(2)</sup> <sup>(6)</sup>	D	Â
Common Units	6,684,299 <sup>(7)</sup>	D	Â

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

SEC 1473 (7-02)

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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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Argonaut Private Equity, L.L.C. 7030 S. YALE AVE SUITE 810 TULSA, OK 74136	^	^ X	^	^
Mitchell Steven R C/O ASPEN AEROGELS, INC. 30 FORBES ROAD, BUILDING B NORTHBOROUGH, MA 01532	^	^ X	^	^
Millican Don P. 6733 S. YALE AVE. TULSA, OK 74136	^	^ X	^	^
Dorwart Frederic 124 EAST FOURTH STREET TULSA, OK 74103	^	^ X	^	^
KINNEAR KENNETH K 6733 S. YALE AVE. TULSA, OK 74136	^	^ X	^	^
KAISER GEORGE B C/O FREDERIC DORWART, LAWYERS 124 EAST FOURTH STREET TULSA, OK 74103	^	^ X	^	^

## Signatures

Steven R. Mitchell, Managing Director	03/23/2017
**Signature of Reporting Person	Date
Steven R. Mitchell	03/23/2017
**Signature of Reporting Person	Date
Don P. Millican	03/23/2017
**Signature of Reporting Person	Date

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Frederic Dorwart 03/23/2017

\_\_Signature of Reporting Person

Date

Ken Kinnear 03/23/2017

\_\_Signature of Reporting Person

Date

George B. Kaiser 03/23/2017

\_\_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) These securities are owned solely by Argonaut Private Equity, L.L.C. ("Argonaut").
- (2) As the managers of Argonaut, Messrs. Mitchell, Millican, Dorwart, and Kinnear are in possession of sole voting and investment power of the Common Units held by Argonaut and may also be deemed to beneficially own the 6,676,874 Common Units held by Argonaut.
- (3) These securities are owned solely by Steven R. Mitchell.
- (4) These securities are owned solely by Don P. Millican.
- (5) These securities are owned solely by Frederic Dorwart.
- (6) These securities are owned solely by Ken Kinnear.

- George B. Kaiser solely owns 7,425 Common Units. As the sole member of Argonaut, Mr. Kaiser is in indirect possession of sole voting and investment power of the Common Units held by Argonaut and may also be deemed to beneficially own the 6,676,874 Common Units held by Argonaut.
- (7)

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

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