SEC Form 3

FORM 3

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

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Yorktown Energy Partners VI LP			2. Date of Even Requiring Stater Month/Day/Yea	ment	3. Issuer Name and Ticker or Trading Symbol STAR GAS PARTNERS LP [SGU]					
(Last)	(First)	(Middle)	02/16/2017		4. Relationship of Reporting Per (Check all applicable) Director X		(Mo	5. If Amendment, Date of Original Filed (Month/Day/Year)		
410 PARK AVENUE 19TH FLOOR					Officer (give title below)	Other (spe below)	ecify App	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting		
(Street) NEW YORK		10022-4407						 Person Form filed b Reporting F 	y More than One Person	
(City)	(State)	(Zip)	Fable L - Nor	Dorivati	ivo Socuritios Bonoficial	v Ownod				
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					. Amount of Securities eneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Units					10,546,567(1)	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
			ite	 Title and Amount of Securities Underlying Derivative Security (Instr. 4) 		4. Conversion or	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
				Expiratior Date	n Title	Amount or Number of Shares	Exercise Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		

Explanation of Responses:

1. After the close of the market trading session on February 16, 2017, Kestrel Energy Partners, LLC ("Kestrel") made an in-kind distribution of common units of Star Gas Partners, L.P. ("Star Gas") pro rata to its members. As a member of Kestrel, Yorktown Energy Partners VI, L.P. did not hold a pecuniary interest in the common units of Star Gas held by Kestrel prior to the in-kind distribution.

Remarks:

/s/ Bryan H. Lawrence, Manager of Yorktown VI Associates, LLC, the general partner of Yorktown VI 02/21/2017 Company LP, the general partner of Yorktown Energy Partners VI, L.P.

** Signature of Reporting Person Date

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

* 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).

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

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 Number.