

Alliance Holdings GP, L.P.
Form 4
June 04, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Alliance Holdings GP, L.P.

2. Issuer Name **and** Ticker or Trading
Symbol
ALLIANCE RESOURCE
PARTNERS LP [ARLP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1717 SOUTH BOULDER
AVENUE,, SUITE 400

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2018

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

TULSA, OK 74119

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Unit	05/31/2018		D	31,088,338 (1)	D (2) 0 (3)	D	
Common Unit	05/31/2018		D	56,100,000 (1)	D (2) 0 (3)	I	See Foot Notes (1) (3)

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

**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 control
number.**

SEC 1474
(9-02)

Edgar Filing: Alliance Holdings GP, L.P. - Form 4

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 Following Reported Transaction (Instr. 6)
				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
Alliance Holdings GP, L.P. 1717 SOUTH BOULDER AVENUE, SUITE 400 TULSA, OK 74119	X

Signatures

/s/ Alliance Holdings GP, L.P. by Kenneth Hemm pursuant to power of attorney dated August 1, 2017

06/04/2018

__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).

Alliance Holdings GP, L.P. ("AHGP"), Alliance Resource Partners, L.P. ("ARLP") and MGP II, LLC ("MGP II"), among others, are parties to the Simplification Agreement, dated February 22, 2018 (the "Simplification Agreement"). Prior to the transactions contemplated by the Simplification Agreement, (i) AHGP directly owned 31,088,338 common units representing limited partner interests of ARLP (the "ARLP Common Units") and (ii) AHGP wholly owned MGP II and MGP II directly owned 56,100,000 ARLP Common Units.

Pursuant to the Simplification Agreement, all common units representing limited partner interests in AHGP (the "AHGP Common Units") were canceled and converted into the right to receive all of the ARLP Common Units held by AHGP and its subsidiaries. Based on a formula calculated pursuant to the Simplification Agreement, the exchange ratio was 1.478181161 ARLP Common Units for each AHGP Common Unit.

Pursuant to the Simplification Agreement, MGP II distributed (a) 99.999% of the 56,100,000 ARLP Common Units to AHGP and (b) 0.001% of the 56,100,000 ARLP Common Units to ARM GP Holdings, Inc. ("ARMH"), which ARMH then distributed to AHGP. Thereafter, the AHGP Common Units were canceled and converted into the right to receive all of the ARLP Common Units held by AHGP and its subsidiaries.

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

Edgar Filing: Alliance Holdings GP, L.P. - Form 4

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.