

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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



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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Kearney Lisa M</u> (Last) (First) (Middle) <u>1670 BROADWAY, SUITE 3100</u> (Street) <u>DENVER</u> <u>CO</u> <u>80202</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TransMontaigne Partners LLC [TLP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP / Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/26/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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			
<u>Common Units Representing Limited Partner Interest</u>	<u>02/26/2019</u>		<u>D</u>	<u>V</u>	<u>767⁽¹⁾</u>	<u>D</u>	<u>\$41⁽¹⁾</u>	<u>0</u>	<u>D⁽¹⁾</u>	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<u>Phantom Units</u>	<u>(1)</u>	<u>02/26/2019</u>		<u>D</u>	<u>V</u>		<u>2,547.4875⁽¹⁾</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Units Representing Limited Partner Interest</u>	<u>2,547.4875</u>	<u>\$41⁽¹⁾</u>	<u>0.00</u>	<u>D⁽¹⁾</u>	

Explanation of Responses:

1. See Exhibit 99.1

/s/ Michael A. Hammell,
attorney-in-fact

02/27/2019

** 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 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).

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.

Pursuant to the definitive agreement and plan of merger (the “Merger Agreement”), dated November 25, 2018, between, among other parties, an indirect subsidiary of ArcLight Energy Partners Fund VI, L.P., TLP Finance Holdings, LLC (“Purchaser”), and TransMontaigne Partners L.P. (“TLP”), Purchaser acquired, for cash in a merger transaction (the “Merger”), all of the outstanding Common Units representing limited partnership interests in TLP (“Common Units”) not already held by Purchaser’s direct parent, TLP Acquisition Holdings, LLC or its affiliates, including ArcLight, at a price of \$41.00 per Common Unit, adjusted if and as necessary pursuant to the Merger Agreement (the “Merger Consideration”). The Merger was approved by the board of directors of TransMontaigne GP L.L.C., the general partner of TLP, and holders of Common Units representing a majority of all outstanding Common Units at the Special Meeting of TLP held on February 26, 2019. The merger was thereafter consummated on February 26, 2019. In connection with the consummation of the Merger, each Phantom Unit of TLP granted under the TLP Management Services LLC Savings and Retention Plan (the “Plan”), was converted into the right to receive a cash payment in an amount equal to the Merger Consideration, which amount will be treated as “Covered Compensation” under the Plan, vest and be payable in accordance with the terms of the underlying award agreement or letter (or the Plan, if there is no separate award agreement or letter), and will be adjusted from and after the consummation of the closing of the Merger in accordance with the Plan. For the avoidance of doubt, immediately following the consummation of the Merger, Phantom Units will no longer be issued pursuant to the Plan, or otherwise. Following the consummation of the Merger, TLP converted into a Delaware limited liability company, TransMontaigne Partners LLC. Neither the Common Units nor the Phantom Units represent an ownership interest in TransMontaigne Partners LLC, as pursuant to the Merger Agreement, these interests have been disposed of as more fully described herein, effective as of the Merger.
