

MGP II, LLC  
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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MGP II, LLC

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 ☒ 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)  
☒ 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	56,100,000 (1) (2)	D (3) 0	D	

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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
MGP II, LLC 1717 SOUTH BOULDER AVENUE SUITE 400 TULSA, OK 74119	X	X		

## Signatures

/s/ MGP II, LLC 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).

(1) MGP II, LLC ("MGP II"), Alliance Holdings GP, L.P. ("AHGP") and Alliance Resource Partners, L.P. ("ARLP"), among others, are parties to the Simplification Agreement, dated February 22, 2018 (the "Simplification Agreement").

Pursuant to the Simplification Agreement, MGP II distributed (a) 99.999% of the 56,100,000 common units representing limited partner interests in ARLP (the "ARLP Common Units") to AHGP and (b) 0.001% of the 56,100,000 ARLP Common Units to ARM GP

(2) Holdings, Inc. ("ARMH"), which ARMH then distributed to AHGP. Thereafter, the 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.

Pursuant to the Simplification Agreement, all AHGP Common Units were canceled and converted into the right to receive all of the

(3) 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.

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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