

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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* <u>TW Southcross Aggregator LP</u>			2. Issuer Name and Ticker or Trading Symbol <u>Southcross Energy Partners, L.P. [SXE]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/07/2019</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
2021 MCKINNEY AVE. SUITE 1250			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) DALLAS TX 75201						
(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)
			Code	V	Amount	(A) or (D)	Price			

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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Convertible Units	(I)	02/07/2019		J ⁽¹⁾	343,950	(I)	(I)	Common Units (Limited Partnership Interests)	(I)	(I)	19,996,781	I	By Southcross Holdings Borrower LP

1. Name and Address of Reporting Person* <u>TW Southcross Aggregator LP</u>		
(Last)	(First)	(Middle)
2021 MCKINNEY AVE. SUITE 1250		
(Street) DALLAS TX 75201		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person *

[TW/LM GP Sub, LLC](#)

(Last) (First) (Middle)

2021 MCKINNEY AVE.
SUITE 1250

(Street)

DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[TAILWATER ENERGY FUND I, LP](#)

(Last) (First) (Middle)

2021 MCKINNEY AVE.
SUITE 1250

(Street)

DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[TW GP EF-1, LP](#)

(Last) (First) (Middle)

2021 MCKINNEY AVE.
SUITE 1250

(Street)

DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[TW GP EF-1 GP, LLC](#)

(Last) (First) (Middle)

2021 MCKINNEY AVE.
SUITE 1250

(Street)

DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[TW GP Holdings, LLC](#)

(Last) (First) (Middle)

2021 MCKINNEY AVE.
SUITE 1250

(Street)

DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
Tailwater Holdings, LP		
(Last)	(First)	(Middle)
2021 MCKINNEY AVE. SUITE 1250		
(Street)		
DALLAS	TX	75201
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
Tailwater Capital LLC		
(Last)	(First)	(Middle)
2021 MCKINNEY AVE. SUITE 1250		
(Street)		
DALLAS	TX	75201
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
Downie Jason H		
(Last)	(First)	(Middle)
2021 MCKINNEY AVE. SUITE 1250		
(Street)		
DALLAS	TX	75201
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
Herring Edward		
(Last)	(First)	(Middle)
2021 MCKINNEY AVE. SUITE 1250		
(Street)		
DALLAS	TX	75201
(City)	(State)	(Zip)

Explanation of Responses:

1. The Class B Convertible Units were acquired by Southcross Holdings Borrower LP ("Borrower") as a payment-in-kind distribution on outstanding Class B Convertible Units pursuant to the Issuer's Third Amended and Restated Agreement of Limited Partnership dated August 4, 2014 (the "Partnership Agreement"). The Class B Convertible Units convert into Common Units at the Class B Conversion Rate (as defined in the Partnership Agreement) on the Class B Conversion Date (as defined in the Partnership Agreement).

Remarks:

See Exhibit 99.1

[TW Southcross Aggregator LP, a Delaware limited partnership By: TW/LM GP Sub, LLC, its General Partner By: /s/ Brian Blakeman, Vice President Tax & Finance](#) [02/08/2019](#)
[TW/LM GP Sub, LLC, a Texas limited liability company By: /s/ Brian Blakeman, Vice President Tax & Finance](#) [02/08/2019](#)

<u>Tailwater Energy Fund I, LP, a Delaware limited partnership</u>	
<u>By: TW GP EF-I, LP, its General Partner By: TW GP EF-I GP, LLC, its General Partner By: /s/ Brian Blakeman, Vice President Tax & Finance</u>	<u>02/08/2019</u>
<u>TW GP EF-I, LP, a Delaware limited partnership By: TW GP EF-I GP, LLC, its General Partner By: /s/ Brian Blakeman, Vice President Tax & Finance</u>	<u>02/08/2019</u>
<u>TW GP EF-I GP, LLC, a Texas limited liability company By: /s/ Brian Blakeman, Vice President Tax & Finance</u>	<u>02/08/2019</u>
<u>TAILWATER HOLDINGS, LP, a Delaware limited partnership By: TW GP Holdings, LLC, its General Partner By: /s/ Brian Blakeman, Vice President</u>	<u>02/08/2019</u>
<u>TW GP HOLDINGS, LLC, a Texas limited liability company By: /s/ Brian Blakeman, Vice President</u>	<u>02/08/2019</u>
<u>TAILWATER CAPITAL LLC, a Texas limited liability company By: /s/ Brian Blakeman, Vice President Tax & Finance</u>	<u>02/08/2019</u>
<u>/s/ Jason H. Downie</u>	<u>02/08/2019</u>
<u>/s/ Edward Herring</u>	<u>02/08/2019</u>
** 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.

REMARKS:

This statement is being filed by each of TW Southcross Aggregator LP ("Aggregator"), TW/LW GP Sub, LLC ("TW/LM"), Tailwater Energy Fund I, LP ("Energy Fund"), TW GP EF-I, LP (TWGP1"), TW GP EF-I GP, LLC ("TWGP2"), Tailwater Holdings, LP ("TW Holdings"), TW GP Holdings, LLC ("TW Holdings GP"), Tailwater Capital LLC ("Tailwater"), Jason H. Downie and Edward Herring. We refer to Aggregator, TW/LM, Energy Fund, TWGP1, TWGP2, TW Holdings, TW Holdings GP, Tailwater, Mr. Downie and Mr. Herring, collectively, as the "Reporting Persons." Mr. Downie and Mr. Herring are members of TW Holdings GP and Tailwater and limited partners of TW Holdings. TW Holdings (the general partner of which is TW Holdings GP) is a member of Tailwater, which is the sole member of TWGP2, which is the general partner of TWGP1, which is the general partner of Energy Fund, which is the sole member of TW/LM, which is the general partner of Aggregator. Aggregator owns 33.33% of the limited partner interest in Southcross Holdings LP ("Holdings") and 33.33% of Southcross Holdings GP LLC ("Holdings GP").

Holdings GP is the general partner of Holdings. Holdings holds 99% of the membership interests of Southcross Holdings Guarantor GP LLC ("Guarantor GP") and 99.8% of Southcross Holdings Guarantor LP ("Guarantor"). Guarantor GP is the general partner of, and holds the remaining 0.2% of Guarantor. The remaining 1% of the membership interests of Guarantor GP are held by Southcross Holdings Intermediary LLC, which is owned 100% by Holdings. Guarantor is the sole member of Southcross Holdings Borrower GP LLC ("Borrower GP") and owns 100% of the limited partner interest of Southcross Holdings Borrower LP ("Borrower"), which directly owns all of the Class B Convertible Units reported herein. Borrower GP is the general partner of Borrower. As a result of the relationship of the Reporting Persons to Borrower, the Reporting Persons may be deemed to indirectly beneficially own the securities reported herein held by Borrower.

Each Reporting Person disclaims beneficial ownership of the securities reported herein (except to the extent of such Reporting Person's indirect pecuniary interest in such securities), and this report shall not be deemed an admission that any such Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Joint Filer Information

Name of Joint Filer:	TW/LM GP Sub. LLC
Address of Joint Filer:	c/o TW Southcross Aggregator LP 2021 McKinney Ave., Suite 1250 Dallas, Texas 75201
Relationship of Joint Filer to Issuer:	10% Owner
Issuer Name and Ticker or Trading Symbol:	Southcross Energy Partners, L.P. (SXE)
Date of Event Requiring Statement (Month/Day/Year):	02/07/2019
Designated Filer:	TW Southcross Aggregator LP

Joint Filer Information

Name of Joint Filer:	Tailwater Energy Fund I, LP
Address of Joint Filer:	c/o TW Southcross Aggregator LP 2021 McKinney Ave., Suite 1250 Dallas, Texas 75201
Relationship of Joint Filer to Issuer:	10% Owner
Issuer Name and Ticker or Trading Symbol:	Southcross Energy Partners, L.P. (SXE)
Date of Event Requiring Statement (Month/Day/Year):	02/07/2019
Designated Filer:	TW Southcross Aggregator LP

Joint Filer Information

Name of Joint Filer:	TW GP EF-I, LP
Address of Joint Filer:	c/o TW Southcross Aggregator LP 2021 McKinney Ave., Suite 1250 Dallas, Texas 75201
Relationship of Joint Filer to Issuer:	10% Owner
Issuer Name and Ticker or Trading Symbol:	Southcross Energy Partners, L.P. (SXE)
Date of Event Requiring Statement (Month/Day/Year):	02/07/2019
Designated Filer:	TW Southcross Aggregator LP

Joint Filer Information

Name of Joint Filer:	TW GP EF-I GP, LLC
Address of Joint Filer:	c/o TW Southcross Aggregator LP 2021 McKinney Ave., Suite 1250 Dallas, Texas 75201
Relationship of Joint Filer to Issuer:	10% Owner
Issuer Name and Ticker or Trading Symbol:	Southcross Energy Partners, L.P. (SXE)
Date of Event Requiring Statement (Month/Day/Year):	02/07/2019
Designated Filer:	TW Southcross Aggregator LP

Joint Filer Information

Name of Joint Filer:	Tailwater Holdings, LP
Address of Joint Filer:	c/o TW Southcross Aggregator LP 2021 McKinney Ave., Suite 1250 Dallas, Texas 75201
Relationship of Joint Filer to Issuer:	10% Owner
Issuer Name and Ticker or Trading Symbol:	Southcross Energy Partners, L.P. (SXE)
Date of Event Requiring Statement (Month/Day/Year):	02/07/2019
Designated Filer:	TW Southcross Aggregator LP

Joint Filer Information

Name of Joint Filer:	TW GP Holdings, LLC
Address of Joint Filer:	c/o TW Southcross Aggregator LP 2021 McKinney Ave., Suite 1250 Dallas, Texas 75201
Relationship of Joint Filer to Issuer:	10% Owner
Issuer Name and Ticker or Trading Symbol:	Southcross Energy Partners, L.P. (SXE)
Date of Event Requiring Statement (Month/Day/Year):	02/07/2019
Designated Filer:	TW Southcross Aggregator LP

Joint Filer Information

Name of Joint Filer:	Tailwater Capital LLC
Address of Joint Filer:	c/o TW Southcross Aggregator LP 2021 McKinney Ave., Suite 1250 Dallas, Texas 75201
Relationship of Joint Filer to Issuer:	10% Owner
Issuer Name and Ticker or Trading Symbol:	Southcross Energy Partners, L.P. (SXE)
Date of Event Requiring Statement (Month/Day/Year):	02/07/2019
Designated Filer:	TW Southcross Aggregator LP

Joint Filer Information

Name of Joint Filer:	Jason H. Downie
Address of Joint Filer:	c/o TW Southcross Aggregator LP 2021 McKinney Ave., Suite 1250 Dallas, Texas 75201
Relationship of Joint Filer to Issuer:	10% Owner
Issuer Name and Ticker or Trading Symbol:	Southcross Energy Partners, L.P. (SXE)
Date of Event Requiring Statement (Month/Day/Year):	02/07/2019
Designated Filer:	TW Southcross Aggregator LP

Joint Filer Information

Name of Joint Filer:	Edward Herring
Address of Joint Filer:	c/o TW Southcross Aggregator LP 2021 McKinney Ave., Suite 1250 Dallas, Texas 75201
Relationship of Joint Filer to Issuer:	10% Owner
Issuer Name and Ticker or Trading Symbol:	Southcross Energy Partners, L.P. (SXE)
Date of Event Requiring Statement (Month/Day/Year):	02/07/2019
Designated Filer:	TW Southcross Aggregator LP