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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): December 20, 2018

Southcross Energy Partners, L.P.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-35719
(Commission
File Number)

45-5045230
(IRS Employer
Identification No.)

1717 Main Street Suite 5200
Dallas, Texas 75201
(Address of principal executive office) (Zip Code)

(214) 979-3700
(Registrants' telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 26, 2018, Southcross Energy Partners GP, LLC (the “General Partner” or the “Company”), the general partner of Southcross Energy Partners, L.P. (the “Partnership”) announced that Michael B. Howe will join the General Partner as Senior Vice President and Chief Financial Officer, effective January 4, 2019 (the “Effective Date”). Mr. Howe will succeed Bret M. Allan who, as previously disclosed, has accepted a position with another company and is resigning from all positions with the General Partner effective January 4, 2019.

Mr. Howe, age 52, served as Chief Financial Officer of Medical Benevolence Foundation from July 2016 to September 2017. Prior to joining the Company and from December 2015 to June 2016, Mr. Howe served in Christian ministries, including as a volunteer minister with the Texas Department of Criminal Justice. From February 2009 to November 2015, Mr. Howe worked for EnSCO PLC (NYSE: ESV) during which time he served in various positions including, as Vice President – Strategy (December 2014 to November 2015), Vice President – Human Resources (November 2012 to December 2014), Vice President – Finance (May 2011 to November 2012), and Treasurer (February 2009 to May 2011). Prior to joining EnSCO PLC, Mr. Howe served as Assistant Treasurer for Devon Energy Corporation (NYSE: DVN) from December 2002 to February 2009 and as a Commercial Director at Enron Corporation from May 1997 to December 2001. Mr. Howe holds a Bachelor of Science in Accounting from Oklahoma State University and a Master in Business Administration from the University of Texas at Austin. He is a Certified Public Accountant.

In connection with his appointment as Senior Vice President and Chief Financial Officer, the Board of Directors of the Company approved the following compensation arrangements, which are set forth in Mr. Howe’s offer letter (the “Offer Letter”): (i) an annual base salary of \$375,000 per year, (ii) eligibility to participate in the Company’s annual bonus plan with the target award level of 75% of base salary upon achievement of Company financial, operations and individual goals, (iii) as soon as administratively practicable following the Effective Date, a one-time initial sign-on bonus in the amount of \$95,000 (the “sign-on bonus”), (iv) monthly parking expenses paid by the Company in accordance with Company policy, and (v) paid-time-off consistent with other similarly situated senior executives of the Company. In the event that Mr. Howe voluntarily terminates his employment with the Company within 12 months from the date of receipt of the sign-on bonus, he will be required to repay such bonus in full. In addition, Mr. Howe will be entitled to participate in the Company’s other benefits programs provided to all Company employees.

The foregoing description of the Offer Letter does not purport to be complete and is qualified in its entirety by reference to the complete text of the Offer Letter, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K.

Mr. Howe has no family relationships with any director or executive officer of the Company, there are no arrangements or understandings between Mr. Howe and any other persons pursuant to which he was selected as the Company’s Senior Vice President and Chief Financial Officer, and there have been no transactions involving the Company and Mr. Howe that the Company would be required to disclose pursuant to Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

A copy of the press release announcing Mr. Howe’s appointment as Senior Vice President and Chief Financial Officer of the Company is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

As provided in General Instruction B.2 of Form 8-K, the information in this Item 7.01 and Exhibit 99.1 furnished hereunder shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall they be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit number</u>	<u>Description</u>
10.1	Offer Letter executed December 20, 2018, by and between Southcross Energy Partners GP, LLC and Michael B. Howe
99.1	Press Release issued December 26, 2018

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Southcross Energy Partners, L.P.

By: Southcross Energy Partners GP, LLC,
its general partner

Dated: December 26, 2018

By: /s/ Kelly J. Jameson

Name: Kelly J. Jameson

Senior Vice President, General Counsel and Secretary



1717 Main Street, Suite 5200
Dallas, TX 75201
214-979-9830

James Swent III
Chairman, President, and CEO

December 18, 2018

Michael Howe
82 Crowned Oak Court
Spring, Texas 77381

Dear Michael,

We are pleased to confirm our offer of employment with Southcross Energy Partners GP LLC (the "Company") as Senior Vice President, Chief Financial Officer. In this capacity you will report directly to the Chairman, President, and Chief Executive Officer and be responsible for the functions of finance, accounting, financial reporting, and tax. Based in Dallas, three days per week, we anticipate that your start date will be on or before January 2, 2019. Below is a summary of the primary components of our offer of employment.

Compensation

- You will receive a base salary of \$14,423.08 paid bi-weekly, which is an annualized salary of \$375,000.
- You will be eligible to participate in the Southcross annual bonus plan at a target award level of 75% of base salary. Awards are based on achievement of Company financial, operational and individual goals. Participants in this plan are compensated on a discretionary basis and payment is therefore not guaranteed. You will be eligible to participate in the 2019 plan, pro-rated based upon your date of hire, with payment to be made in the spring of 2020.
- You will accrue Paid Time-Off (PTO) at the accrual rate of 7.692 hours per bi-weekly pay period, which is equivalent to 25 days per year, commencing with your hire date. Your maximum accrued but unused PTO cap is 250 hours.
- You are eligible to receive an initial sign-on bonus in the amount of \$95,000.00, less applicable taxes, payable as soon as administratively feasible following your start date. If you voluntarily terminate your employment within twelve (12) months of receiving this bonus, you will be required to repay the full amount.
- The Company will pay for monthly parking expenses in accordance with Company policy.

Benefits

Southcross provides its employees with a comprehensive and competitive benefit package. Benefits are described in the enclosed Benefit Enrollment Guide. You will be eligible to participate in the Southcross benefit package on the first day of the month following your hire date.

Southcross offers a 401(k) Retirement Plan that provides for immediate vesting of employer contributions. For every dollar that you contribute to the Plan, up to 6% of your pay, Southcross matches 100%. You can

contribute from 1% to 100% of your pay, up to the maximum amount allowed under the Internal Revenue Code on a pre-tax basis. The Plan has approximately twenty (20) investment options and is administered by The Principal Group. The Plan can also accept rollover contributions from other qualified plans. We believe the 401(k) Plan can assist you in meeting your savings goals for retirement.

Contingencies

As an officer of the Company, this offer is contingent upon Board of Director approval. Your employment with Southcross is “at will” and may be terminated at any time with or without cause by either the Company or yourself. Furthermore, although the terms and conditions of employment with the Company may change, such changes will not affect the “at will” employment relationship. This statement of the circumstances under which employment can be terminated constitutes the complete understanding between yourself and the Company.

The manner, in which Southcross carries on its business, and the perception of such conduct by our customers, suppliers and the general public, is a critical element in achieving our success. It has always been the policy of Southcross to ensure that all employees conduct business honestly, ethically and in full accordance with the law. Therefore, you will be asked to review and sign our Employee Handbook within the first week upon joining our Company. The Handbook summarizes many of the Company’s policies, standards and expectations.

As required by law, your employment with the Company is contingent upon your providing legal proof of your identity and authorization to work in the United States. As required by the Company, your employment is contingent upon successfully passing a drug screening and background screening.

We hope that you find the foregoing terms acceptable. You may indicate your agreement with these terms and accept this offer by signing and dating this letter below and returning it to us.

On behalf of Southcross Energy Partners GP LLC, we look forward to having you on our team.

Sincerely,

/s/ James Swent III

James Swent III
Chairman, President, and Chief Executive Officer

Enclosures; cc personnel file

Accepted and agreed this 20th day of December, 2018:

/s/ Michael Howe

Michael Howe



NEWS RELEASE

Southcross Energy

1717 Main Street, Suite 5200, Dallas, Texas 75201, 214-979-3720

Southcross Energy Partners, L.P. Announces Michael B. Howe Appointed as Senior Vice President and Chief Financial Officer

DALLAS, Texas, December 26, 2018 – Southcross Energy Partners, L.P. (NYSE: SXE) (“Southcross”) announced today the appointment of Michael B. Howe as Senior Vice President and Chief Financial Officer of Southcross Energy Partners GP, LLC, the general partner of Southcross, effective January 4, 2019. Mr. Howe succeeds Bret M. Allan, who notified the Partnership that he had accepted a position with another company on December 14, 2018, and accordingly, was resigning from Southcross effective January 4, 2019.

“I, along with the Board of Directors, wish Bret all the best in his new endeavors.” said James W. Swent III, Chairman, President and Chief Executive Officer of Southcross’ general partner. “We are very pleased to welcome Michael to the Southcross executive team,” added Swent. “Michael brings over two decades of energy industry experience. I look forward to working with Michael as we continue to focus on the company’s financial health and commercial opportunities.”

Mr. Howe joins Southcross having served most recently as Chief Financial Officer of the Medical Benevolence Foundation. Prior to this, Mr. Howe was vice-president of several departments at Enco PLC, including strategic planning, finance and accounting, human resources and treasury. Prior to joining Enco, Mr. Howe served as Assistant Treasurer for Devon Energy Corporation and as a Commercial Director at Enron Corporation. Mr. Howe holds a Master’s degree in business administration from the University of Texas at Austin and a Bachelor’s degree in accounting from Oklahoma State University. He is a Certified Public Accountant.

About Southcross Energy Partners, L.P.

Southcross Energy Partners, L.P. is a master limited partnership that provides natural gas gathering, processing, treating, compression and transportation services and NGL fractionation and transportation services. It also sources, purchases, transports and sells natural gas and NGLs. Its assets are located in South Texas, Mississippi and Alabama and include two gas processing plants, one fractionation plant and approximately 3,100 miles of pipeline. The South Texas assets are located in or near the Eagle Ford shale region. Southcross is headquartered in Dallas, Texas. Visit www.southcrossenergy.com for more information.

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Contact:

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Investor Relations
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