

MGP II, LLC
 Form 4
 June 04, 2018

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 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

(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
 (City) (State) (Zip)

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

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	(A) or (D) Price 56,100,000 <u>(1)</u> <u>(2)</u>	D <u>(3)</u> 0	D	

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

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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. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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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 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.
- (3) Pursuant to the Simplification Agreement, all 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.

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