

# MEMORIAL PRODUCTION PARTNERS LP

Reported by  
**HOSS MATTHEW**

## **FORM 3/A** (Amended Statement of Beneficial Ownership)

Filed 02/28/17 for the Period Ending 06/01/16

Address	500 DALLAS STREET SUITE 1600 HOUSTON, TX 77002
Telephone	713-588-8300
CIK	0001521847
Symbol	MEMP
SIC Code	1311 - Crude Petroleum and Natural Gas
Industry	Oil & Gas Exploration and Production
Sector	Energy
Fiscal Year	12/31

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name and Ticker or Trading Symbol
<b>Hoss Matthew</b>	<b>6/1/2016</b>	<b>Memorial Production Partners LP [MEMP]</b>
(Last) (First) (Middle) <b>500 DALLAS STREET, SUITE 1600</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>VP, Accounting /</b>	
(Street) <b>HOUSTON, TX 77002</b>	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)	<b>6/8/2016</b>	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common units representing limited partner interests</b>	<b>10213</b> (1)	<b>D</b>	

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

#### Explanation of Responses:

( This amendment to the Initial Statement of Beneficial Ownership of Securities on Form 3 is being filed to correct the original Form 3 filing (the "Original 1) Filing") by correcting the number of common units representing limited partner interests in the issuer ("common units") beneficially owned by the reporting person, which number was overstated by 992 common units in the Original Filing. This filing corrects an administrative error by the reporting person.

#### Remarks:

The reporting person is the Vice President, Accounting of Memorial Production Partners GP LLC, the general partner of the issuer.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Hoss Matthew</b> <b>500 DALLAS STREET, SUITE 1600</b> <b>HOUSTON, TX 77002</b>			<b>VP, Accounting</b>	

#### Signatures

/s/ Matthew Hoss

2/28/2017

\*\*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 5(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 control number.