

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>HPS Investment Partners, LLC</u> (Last) (First) (Middle) <u>40 WEST 57TH STREET</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/20/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>Emerge Energy Services LP [EMESZ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
Common Units representing limited partner interests	69,176,585	I	See footnotes ⁽¹⁾⁽²⁾
Preferred Interests representing limited partner interests	75,348,837	I	See footnotes ⁽²⁾⁽³⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: 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:

- Represents 45,857,098 units held by EES Offshore II, LLC ("EES Offshore"), 19,795,463 units held by Mezzanine Partners III, L.P. ("Mezzanine Partners"), and 3,524,024 units held by AP Mezzanine Partners III, L.P. ("AP Mezzanine").
- The Reporting Person is the sole managing member of HPS Mezzanine Management III, LLC, which is the investment manager of each of EES Offshore, Mezzanine Partners, and AP Mezzanine. The Reporting Person disclaims beneficial ownership except to the extent of its pecuniary interest, if any.
- Represents 49,948,679 Preferred Interests held by EES Offshore, 21,561,705 Preferred Interests held by Mezzanine Partners, and 3,838,453 Preferred Interests held by AP Mezzanine.

HPS Investment Partners, LLC
/s/ Joseph Virgilio, Managing Director 02/27/2020

** 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 Number.