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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

AMENDMENT NO. 4  
TO

**Form S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Emerge Energy Services LP**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1446**  
(Primary Standard Industrial  
Classification Code Number)

**90-0832937**  
(I.R.S. Employer  
Identification Number)

**1400 Civic Place, Suite 250  
Southlake, Texas 76092  
(817) 488-7775**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Warren B. Bonham  
Vice President  
1400 Civic Place, Suite 250  
Southlake, Texas 76092  
(817) 488-7775**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Ryan J. Maierson  
Latham & Watkins LLP  
811 Main Street, Suite 3700  
Houston, Texas 77002  
(713) 546-5400

Alan Beck  
Vinson & Elkins L.L.P.  
1001 Fannin Street, Suite 2500  
Houston, Texas 77002  
(713) 758-2222

**Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and

list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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## **EXPLANATORY NOTE**

Emerge Energy Services LP is filing this Amendment No. 4 to the Registration Statement on Form S-1 (File No. 333-187487) to submit executed Exhibits 5.1 and 8.1. Accordingly, this amendment consists only of the facing page, this explanatory note, Item 16 of Part II of the registration statement, the signature pages to the registration statement and the filed exhibits. No changes are being made to the prospectus or Items 13, 14, 15, or 17 of Part II to the registration statement.

## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 16. Exhibits and Financial Statement Schedules.

(a) The following documents are filed as exhibits to this registration statement:

<u>Exhibit Number</u>	<u>Description</u>
1.1*	Form of Underwriting Agreement
3.1*	Certificate of Limited Partnership of Emerge Energy Services LP
3.2*	Amendment to Certificate of Limited Partnership of Emerge Energy Services LP
3.3*	Limited Partnership Agreement of Emerge Energy Services LP
3.4*	Form of Amended and Restated Limited Partnership Agreement of Emerge Energy Services LP (included as Appendix A to the prospectus)
3.5*	Certificate of Limited Formation of Emerge Energy Services GP LLC
3.6*	Amendment to Certificate of Formation of Emerge Energy Services GP LLC
3.7*	Form of Amended and Restated Limited Liability Company Agreement of Emerge Energy Services GP LLC
4.1*	Form of Registration Rights Agreement
5.1	Opinion of Latham & Watkins LLP as to the legality of the securities being registered
8.1	Opinion of Latham & Watkins LLP relating to tax matters
10.1*	Form of Administrative Services Agreement by and among Insight Management Company LLC, Emerge Energy Services LP, and Emerge Energy Services GP LLC.
10.2*	Form of Long Term Incentive Plan
10.3*	Form of Restricted Unit Agreement
10.4*	Employment Letter, dated October 25, 2012, between Emerge Energy Services LP and Robert Lane
10.5*†	Sand Supply Agreement, dated as of May 31, 2011, between Superior Silica Sands LLC and Schlumberger Technology Corporation.
10.6*†	Sand Supply Agreement, dated as of May 31, 2011, between Superior Silica Sands LLC and BJ Services Company, U.S.A.
10.7*†	Wet Sand Supply Agreement, dated as of July 17, 2012, between Superior Silica Sands LLC and Midwest Frac and Sands LLC.
10.8*†	Dry Sand Tolling Agreement, dated July 17, 2012, between Superior Silica Sands LLC and Midwest Frac and Sands LLC

- 10.9\*† Memorandum of Understanding, dated May 9, 2012, between Canadian National Railway Company and Superior Silica Sands LLC
- 10.10\*† Wet Sand Services Agreement, dated April 7, 2011, by and between Superior Silica Sands LLC and Fred Weber, Inc.
- 10.11\*† Amendment to Sand Supply Agreement, dated as of November 15, 2012 between Superior Silica Sands LLC and Schlumberger Technology Corporation.
- 10.12\* Form of Contribution, Conveyance and Assumption Agreement

Exhibit Number	Description
10.13*	Form of Letter Agreement Relating to Board Observer Rights
21.1*	List of subsidiaries of Emerge Energy Services LP
23.1*	Consent of BDO USA, LLP
23.2*	Consent of BDO USA, LLP
23.3*	Consent of Latham & Watkins LLP (contained in Exhibit 5.1)
23.4*	Consent of Latham & Watkins LLP (contained in Exhibit 8.1)
23.5*	Consent of Short Elliot Hendrickson Inc.
23.6*	Consent of Cooper Engineering Company, Inc.
23.7*	Consent of Westward Environmental, Inc.
24.1*	Powers of Attorney (included on the signature page)
99.1*	Confidential Draft Registration Statement Submitted May 23, 2012
99.2*	Confidential Draft Registration Statement Submitted August 2, 2012
99.3*	Confidential Draft Registration Statement Submitted October 1, 2012
99.4*	Confidential Draft Registration Statement Submitted November 21, 2012

\* Filed previously.

† Certain portions have been omitted pursuant to a confidential treatment request. Omitted information has been separately filed with the Securities and Exchange Commission.

(b) Financial Statement Schedules.

Financial statement schedules are omitted because they are not required.



## INDEX TO EXHIBITS

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**Exhibit 5.1**

**LATHAM & WATKINS** LLP

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May 8, 2013

Emerge Energy Services LP  
1400 Civic Place, Suite 250  
Southlake, Texas, 76092

Re: *Initial Public Offering of Common Units of Emerge Energy Services LP*

Ladies and Gentlemen:

We have acted as special counsel to Emerge Energy Services LP, a Delaware limited partnership (the "**Partnership**"), in connection with the proposed issuance of up to 8,625,000 common units representing limited partner interests in the Partnership (the "**Common Units**"). The Common Units are included in a registration statement on Form S-1 under the Securities Act of 1933, as amended (the "**Act**"), initially filed with the Securities and Exchange Commission (the "**Commission**") on March 25, 2013 (Registration No. 333-187487) (as amended, the "**Registration Statement**"). The term "Common Units" shall include any additional common units registered by the Partnership pursuant to Rule 462(b) under the Act in connection with the offering contemplated by the Registration Statement. This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein with respect to the issuance of the Common Units.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the general partner of the Partnership and others as to factual matters without having independently verified such factual matters. We are opining herein as to the Delaware Revised Uniform Limited Partnership Act (the "**Delaware Act**") and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Common Units shall have been issued by the Partnership against payment therefor in the circumstances contemplated by the form of underwriting agreement most recently filed as an exhibit to the Registration Statement, the issue and sale of the Common Units will have been duly authorized by all necessary limited partnership action of the Partnership, and the Common Units

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will be validly issued and, under the Delaware Act, purchasers of the Common Units will have no obligation to make further payments for their purchase of Common Units or contributions to the Partnership solely by reason of their ownership of Common Units or their status as limited partners of the Partnership, and no personal liability for the debts, obligations and liabilities of the Partnership, whether arising in contract, tort or otherwise, solely by reason of being limited partners of the Partnership.

We call to your attention that limited partners that participate in the control of the business of the Partnership within the meaning of Section 17-303(a) of the Delaware Act may under certain circumstances have liability to persons who transact business with the Partnership.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm in the Prospectus under the heading "Validity of the Common Units." We further consent to the incorporation by reference of this letter and consent into any registration statement filed pursuant to Rule 462(b) with respect to the Common Units. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

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[Exhibit 5.1](#)

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Exhibit 8.1

LATHAM & WATKINS LLP

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London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

May 8, 2013

Emerge Energy Services LP  
1400 Civic Place, Suite 250  
Southlake, Texas, 76092

Re: *Emerge Energy Services LP*

Ladies and Gentlemen:

We have acted as special counsel to Emerge Energy Services LP, a Delaware limited partnership (the "**Partnership**"), in connection with the proposed issuance by the Partnership of common units representing limited partner interests in the Partnership (the "**Common Units**"). The Common Units are included in a registration statement on Form S-1 under the Securities Act of 1933, as amended (the "**Act**"), initially filed with the Securities and Exchange Commission (the "**Commission**") on March 25, 2013 (Registration No. 333-187487) (as amended as of the effective date thereof, the "**Registration Statement**"), and the prospectus related thereto (the "**Prospectus**"). The term 'Common Units' shall include any additional common units registered by the Partnership pursuant to Rule 462(b) under the Act in connection with the offering contemplated by the Registration Statement.

This opinion is based on various facts and assumptions, and is conditioned upon certain representations made to us by the Partnership as to factual matters through a certificate of an officer of the Partnership (the "**Officer's Certificate**"). In addition, this opinion is based upon the factual representations of the Partnership concerning its business, properties and governing documents as set forth in the Registration Statement, the Prospectus and the Partnership's responses to our examinations and inquiries.

In our capacity as counsel to the Partnership, we have made such legal and factual examinations and inquiries, including an examination of originals or copies certified or otherwise identified to our satisfaction of such documents, corporate records and other instruments, as we have deemed necessary or appropriate for purposes of this opinion. In our examination, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures thereon, the legal capacity of natural persons executing such documents and the conformity to authentic original documents of all documents submitted to us as copies. For the purpose of our opinion, we have not made an independent investigation or audit of the facts set forth in the above-referenced documents or representations. In addition, in rendering this opinion we have assumed the truth and accuracy of all

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representations and statements made to us which are qualified as to knowledge or belief, without regard to such qualification.

We are opining herein as to the effect on the subject transaction only of the federal income tax laws of the United States and we express no opinion with respect to the applicability thereto, or the effect thereon, of other federal laws, foreign laws, the laws of any state or any other jurisdiction or as to any matters of municipal law or the laws of any other local agencies within any state. No opinion is expressed as to any matter not discussed herein.

Based on such facts, assumptions and representations and subject to the limitations set forth herein and in the Registration Statement, all statements of legal conclusions in the Registration Statement under the caption "Material Federal Income Tax Consequences" constitute the opinion of Latham & Watkins LLP as to the material U.S. federal income tax consequences of the matters described therein.

This opinion is rendered to you as of the date hereof, and we undertake no obligation to update this opinion subsequent to the date hereof. This opinion is based on various statutory provisions, regulations promulgated thereunder and interpretations thereof by the Internal Revenue Service and the courts having jurisdiction over such matters, all of which are subject to change either prospectively or retroactively. Also, any variation or difference in the facts from those set forth in the representations described above, including in the Registration Statement, the Prospectus and the Officer's Certificate, may affect the conclusions stated herein.

This opinion is furnished to you, and is for your use in connection with the transactions set forth in the Registration Statement. This opinion may not be relied upon by you for any other purpose or furnished to, assigned to, quoted to or relied upon by any other person, firm or other entity, for any purpose, without our prior written consent, except that this opinion may be relied upon by persons entitled to rely on it pursuant to applicable provisions of federal securities law, including purchasers of Common Units in this offering.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the incorporation by reference of this opinion to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

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[Exhibit 8.1](#)