

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8
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)

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

**1400 Civic Place, Suite 250
Southlake, Texas 76092**
(Address of principal executive offices, including zip code)

**Emerge Energy Services LP
2013 Long-Term Incentive Plan**
(Full title of the plan)

Warren B. Bonham
Vice President
Emerge Energy Services LP
1400 Civic Place, Suite 250
Southlake, Texas 76092
(Name and address of agent for service)

(817) 488-7775
(Telephone number, including area code, of agent for service)

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)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common units representing limited partner interests	2,321,968	\$ 16.77	\$ 38,939,403	\$ 5,311.33

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), there are also being registered such additional Common Units as may become issuable pursuant to the adjustment provisions of the Emerge Energy Services LP 2013 Long-Term Incentive Plan.
- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(h) and 457(c) under the Securities Act. The price for the common units being registered hereby is based on a price of \$16.77, which is the average of the high and low trading prices per common unit of Emerge Energy Services LP as reported by the New York Stock Exchange on May 13, 2013.

TABLE OF CONTENTS

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS	1
PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT	1
Item 3. Incorporation of Documents by Reference	1
Item 4. Description of Securities	1
Item 5. Interests of Named Experts and Counsel	1
Item 6. Indemnification of Directors and Officers	1
Item 7. Exemptions from Registration Claimed	2
Item 8. Exhibits	2
Item 9. Undertakings	3
SIGNATURES	5
INDEX TO EXHIBITS	7
Opinion of Latham & Watkins LLP	
Consent of BDO USA, LLP	

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Emerge Energy Services GP LLC (the “Company”) will send or give to all participants in the EmERGE Energy Services LP 2013 Long-Term Incentive Plan (the “Plan”) the document(s) containing information required by Part I of Form S-8, as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the rules and regulations of the Commission, EmERGE Energy Services LP (the “Registrant”) has not filed such document(s) with the Commission, but such documents (along with the documents incorporated by reference into this Form S-8 Registration Statement (the “Registration Statement”) pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the Registrant hereby incorporates by reference into this Registration Statement the following documents:

(a) The Registrant’s prospectus filed pursuant to Rule 424(b) under the Securities Act (File No. 333-187487) relating to the Registrant’s Registration Statement on Form S-1, filed with the Commission on May 10, 2013.

(b) The description of the Registrant’s common units representing limited partner interests contained in the Registrant’s Registration Statement on Form 8-A (File No. 001-35912) filed with the Commission on May 6, 2013, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

Section 7.8 of the Registrant’s First Amended and Restated Agreement of Limited Partnership (the “Partnership Agreement”) provides that the Registrant will indemnify and hold harmless (1) the Company, as its general partner, (2) any departing general partner of the Registrant (a “Departing GP”), (3) any person who is or was an affiliate of the Company or a Departing GP, (4) any person who is or was a manager, managing member,

[Table of Contents](#)

director, officer, employee, agent, fiduciary or trustee of the Registrant or a subsidiary, the Company, any Departing GP or any of their affiliates, (5) any person who is or was serving at the request of the Company or a Departing GP or any affiliate of the Company or a Departing GP as a manager, managing member, director, officer, employee, agent, fiduciary or trustee of another person owing a fiduciary duty to the Registrant or its subsidiaries; provided that a person is not an indemnitee by reason of providing, on a fee-for-services basis, trustee, fiduciary or custodial services, (6) any person who controls the Company or any Departing GP and (7) any person the Company designates as an indemnitee for purposes of the Partnership Agreement (each an "Indemnitee") to the fullest extent permitted by law (subject to any limitations expressed in the Partnership Agreement) from and against all losses, claims, damages, liabilities, joint or several, expenses (including legal fees and expenses), judgments, fines, penalties, interest, settlements or other amounts arising from any and all threatened, pending or completed claims, demands, actions, suits or proceedings, whether civil, criminal, administrative or investigative, and whether formal or informal, including appeals, in which any Indemnitee may be involved, or is threatened to be involved. Any indemnification described above will only be made out of the assets of the Registrant. The Company will not be personally liable for such indemnification or have any obligation to contribute or loan any monies or property to the Registrant to enable the Registrant to effectuate indemnification.

To the fullest extent permitted by law, expenses (including legal fees and expenses) incurred by an Indemnitee in appearing at, participating in or defending any claim, demand, action, suit or proceeding will, from time to time, be advanced by the Registrant, subject to certain conditions. Section 7.8 of the Partnership Agreement also permits the Registrant to purchase and maintain insurance on behalf of the Company, its affiliates, the Indemnitees and any other person as the Company may determine, against any liability that may be asserted against, or expense that may be incurred by, such person in connection with the Registrant's or its subsidiaries' activities or such person's activities on behalf of the Registrant or its subsidiaries, regardless of whether the Registrant would have the power to indemnify such person against such liabilities under the Partnership Agreement.

Subject to any terms, conditions, or restrictions set forth in the Partnership Agreement, Section 17-108 of the Delaware Revised Uniform Limited Partnership Act empowers a Delaware limited partnership to indemnify and hold harmless any partner or other persons from and against all claims and demands whatsoever. As of the date of the Registrant's initial public offering pursuant to its Registration Statement on Form S-1 (File No. 333-187487), the Company will maintain directors and officers liability insurance for the benefit of its directors and officers.

Item 7. Exemptions from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

<u>No.</u>	<u>Description</u>
3.1	Certificate of Limited Partnership of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-187487), initially filed with the Securities and Exchange Commission on March 25, 2013, as amended (the "Form S-1 Registration Statement").
3.2	Amendment to Certificate of Limited Partnership of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Form S-1 Registration Statement).
4.3	Form of First Amended and Restated Agreement of Limited Partnership of the Registrant (incorporated herein by reference to Appendix A to the prospectus included in the Form S-1 Registration Statement).
4.4 #	Form of Emerge Energy Services LP 2013 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.2 to the Form S-1 Registration Statement).
4.5#	Form of Restricted Unit Agreement (incorporated herein by reference to Exhibit 10.3 to the Form S-1 Registration Statement).
5.1*	Opinion of Latham & Watkins LLP

[Table of Contents](#)

- 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 hereto).
- 24.1* Powers of Attorney (included on the signature page to this Registration Statement).

* Filed herewith.

Compensatory plan, contract or arrangement

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that (A) paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is

[Table of Contents](#)

asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Southlake, State of Texas, on May 14, 2013.

EMERGE ENERGY SERVICES LP

By: Emerge Energy Services GP LLC,
its General Partner

By: /s/ Rick Shearer
Rick Shearer
Chief Executive Officer

Each person whose signature appears below appoints Ted W. Beneski and Warren B. Bonham, and each of them, any of whom may act without the joinder of the other, as his true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any Registration Statement (including any amendment thereto) for this offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute and substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on May 14, 2013.

<u>Signature</u>	<u>Title</u>
<u>/s/ Rick Shearer</u> Rick Shearer	Chief Executive Officer (Principal Executive Officer)
<u>/s/ Robert Lane</u> Robert Lane	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ Warren B. Bonham</u> Warren B. Bonham	Director
<u>/s/ Ted W. Beneski</u> Ted W. Beneski	Director
<u>/s/ Victor L. Vescovo</u> Victor L. Vescovo	Director
<u>/s/ Kevin McCarthy</u> Kevin McCarthy	Director

[Table of Contents](#)

<hr/> <u>/s/ Eliot E. Kerlin, Jr.</u> Eliot E. Kerlin, Jr.	Director
<hr/> <u>/s/ Francis J. Kelly III</u> Francis J. Kelly III	Director
<hr/> <u>/s/ Kevin Clark</u> Kevin Clark	Director

INDEX TO EXHIBITS

No.	Description
3.1	Certificate of Limited Partnership of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-187487), initially filed with the Securities and Exchange Commission on March 25, 2013, as amended (the "Form S-1 Registration Statement").
3.2	Amendment to Certificate of Limited Partnership of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Form S-1 Registration Statement).
4.3	Form of First Amended and Restated Agreement of Limited Partnership of the Registrant (incorporated herein by reference to Appendix A to the prospectus included in the Form S-1 Registration Statement).
4.4 #	Form of Emerge Energy Services LP 2013 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.2 to the Form S-1 Registration Statement).
4.5#	Form of Restricted Unit Agreement (incorporated herein by reference to Exhibit 10.3 to the Form S-1 Registration Statement).
5.1*	Opinion of Latham & Watkins LLP
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 hereto).
24.1*	Powers of Attorney (included on the signature page to this Registration Statement).

* Filed herewith.

Compensatory plan, contract or arrangement

811 Main Street, Suite 3700
Houston, TX 77002
Tel: +1.713.546.5400 Fax: +1.713.546.5401
www.lw.com

LATHAM & WATKINS LLP

May 14, 2013

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

FIRM / AFFILIATE OFFICES

Abu Dhabi	Moscow
Barcelona	Munich
Beijing	New Jersey
Boston	New York
Brussels	Orange County
Chicago	Paris
Doha	Riyadh
Dubai	Rome
Frankfurt	San Diego
Hamburg	San Francisco
Hong Kong	Shanghai
Houston	Silicon Valley
London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

Re: Registration Statement on Form S-8 with respect to 2,321,968 Common Units

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 2,321,968 common units representing limited partner interests in the Partnership (the "**Common Units**"), issuable under the Partnership's 2013 Long-Term Incentive Plan (the "**Plan**"). The Common Units are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "**Act**"), filed with the Securities and Exchange Commission (the "**Commission**") on May 14, 2013 (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 issue 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 Emerge Energy Services GP LLC, 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 duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipient, and have been issued by the Partnership against payment therefor in the circumstances contemplated by the Plan, assuming in each case that the individual grants or awards under the Plan are duly authorized by all necessary limited partnership action and duly granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Common Units

will have been duly authorized by all necessary limited partnership action of the Partnership, and the Common Units will be validly issued and, under the Delaware Act, recipients of the Common Units will have no obligation to make further payments for their receipt 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, whether arising in contract, tort or otherwise, solely by reason of being limited partners of 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. 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



Tel: 214-969-7007
Fax: 214-953-0722
www.bdo.com

700 North Pearl, Suite 2000
Dallas, Texas 75201

Consent of Independent Registered Public Accounting Firm

Emerge Energy Services LP
Southlake, Texas

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated March 22, 2013, relating to the consolidated financial statements of EmERGE Energy Services LP, which is contained in that Prospectus.

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated March 22, 2013, relating to the consolidated financial statements of Superior Silica Holdings LLC, which is contained in that Prospectus.

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated March 22, 2013, relating to the consolidated financial statements of AEC Holdings LLC, which is contained in that Prospectus.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ BDO USA, LLP

Dallas, Texas
May 14, 2013

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.



Tel: 214-969-7007
Fax: 214-953-0722
www.bdo.com

700 North Pearl, Suite 2000
Dallas, Texas 75201

Consent of Independent Public Accountants

Direct Fuels Partners, L.P.
Euless, Texas

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated March 22, 2013, relating to the consolidated financial statements of Direct Fuels Partners, L.P., which is contained in that Prospectus.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ BDO USA, LLP

Dallas, Texas
May 14, 2013

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.
