Edgar Filing: Davis Paul A - Form 4

Davis Paul A Form 4 May 17, 2013											
FORM	1 4								-	PPROVAL	
	UNITED	STATES		ITIES Al hington,			NGE (COMMISSION	OMB Number:	3235-0287	
Check thi									Expires:	January 31,	
if no longer subject to STATEMENT OF CHAN				GES IN BENEFICIAL OWNERSHIP			NERSHIP OF		2005		
Section 1		SECURITIES							Estimated average burden hours per		
Form 4 or								response			
Form 5								ge Act of 1934,			
obligatior may conti				•	•	- ·		of 1935 or Section	n		
See Instru		30(h)	of the Inv	vestment	Company	y Act	t of 19	40			
1(b).											
(Print or Type R	Responses)										
		. *									
	ddress of Reporting	Person <u>*</u>	2. Issuer	2. Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
Davis Paul A	4		Symbol	-				155001			
			GENES	IS ENER	GY LP [GEL]	(Che	ck all applicable	e)	
(Last)	(First) (M	/liddle)	3. Date of	Earliest Tra	ansaction					,	
			(Month/Da	nth/Day/Year)				Director 10% Owner			
919 MILAM SUITE 2100 05/16				5/16/2013				_X_ Officer (give title Other (specify below)			
								· · · · · · · · · · · · · · · · · · ·	usiness Develo	pment	
	(Street)		4 If Amer	ndment Dat	te Original			6 Individual or I	oint/Groun Fili	19(Check	
				mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
1 neu(mont				11 Day, 10al)				_X_ Form filed by One Reporting Person			
HOUSTON TX 77002 Form filed by More than One Reporting								eporting			
								Person			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	e 2A. Dee	med	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Executio	on Date, if	Transactio	onAcquired			Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	Disposed			Beneficially	(D) or	Beneficial	
		(Month/	Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
								Reported	(1130. 4)	(1130. 4)	
						(A)		Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common						(2)					
Units -	05/16/2013			М	982	А	\$0	14,170	D		
Class A							(1)	,			

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

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Davis Paul A - Form 4

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. Transactic Code (Instr. 8)		6. Date Exercisab Date (Month/Day/Year	•	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Waiver Units - Class 3	\$ 0 <u>(1)</u>	05/16/2013		М	982	05/15/2013 <u>(2)</u>	01/01/2021(3)	Common Units - Class A	982

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Davis Paul A 919 MILAM SUITE 2100 HOUSTON, TX 77002			Sr VP - Business Development			
Signatures						

Paul A. Davis	05/17/2013		
<u>**</u> 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).

The reporting person elected to convert 982 Waiver Units Class 3 on May 16, 2013, which comprised all of the Waiver Units of that class (1) owned by the reporting person. The Waiver Units Class 3 are convertible into Common Units Class A on a one-for-one basis, resulting in the reporting person's acquisition of a number of Common Units Class A equal to the number of Waiver Units Class 3 converted.

The Waiver Units, among other rights, preferences and privileges, are entitled to quarterly distributions of \$0.001786 per Waiver Unit and are convertible on a one-for-one basis at the option of the holder upon, among other things, payment of a quarterly cash distribution on the Common Units Class A that has a coverage ratio of at least 1.10 and equals or exceeds the applicable distribution level: (i) Class 1 -

- (2) \$0.43 per Common Unit; (ii) Class 2 \$0.46 per Common Unit; (iii) Class 3 \$0.49 per Common Unit; and (iv) Class 4 \$0.52 per Common Unit. The Waiver Units will also automatically convert to Common Units - Class A upon the six-month anniversary of the occurrence of the circumstances that give rise to the right of the holder to convert. The Waiver Units Class 1 and Waiver Units Class 2 have previously converted to Common Units Class A. The Waiver Units Class 3 became convertible on May 15, 2013.
- Waiver Units that have not become convertible by January 1, 2021 shall, as of the close of business on such date, automatically be (3) cancelled.

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.