

Heritage-Crystal Clean, Inc.  
Form SC 13G  
January 08, 2013

UNITED  
STATES  
SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G\*  
Under the  
Securities  
Exchange Act of  
1934

INFORMATION  
TO BE  
INCLUDED IN  
STATEMENTS  
FILED  
PURSUANT  
TO RULES  
13d-1(b), (c),  
AND (d) AND  
AMENDMENTS  
THERE TO  
FILED  
PURSUANT TO  
RULE 13d-2  
(Amendment No.  
)\*

Heritage-Crystal  
Clean, Inc.  
(Name of Issuer)

Common Stock,  
par value \$0.01  
(Title of Class of  
Securities)

42726M106

(CUSIP Number)

December 31,  
2012  
(Date of Event  
Which Requires  
Filing of the  
Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

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Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b) only for Kinderhook Partners, LLC
- Rule 13d-1(c)
- Rule 13d-1(d)

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NAME OF REPORTING PERSONS

1. Kinderhook, LP

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(see instructions)

2. (a)   
(b)

SEC USE ONLY

3.

4. CITIZENSHIP OR PLACE OF  
ORGANIZATION Delaware

5. SOLE VOTING POWER 0  
NUMBER OF  
SHARES  
6. SHARED VOTING POWER 940,052  
BENEFICIALLY  
OWNED BY  
EACH 7. SOLE DISPOSITIVE POWER 0

REPORTING

PERSON

8. SHARED DISPOSITIVE POWER 940,052

WITH

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 940,052

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.20%

12. TYPE OF REPORTING PERSON (See Instructions) PN

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NAME OF REPORTING PERSONS

1. Kinderhook GP, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

2. (a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

5. SOLE VOTING POWER 0  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH  
6. SHARED VOTING POWER 940,052  
7. SOLE DISPOSITIVE POWER 0

REPORTING

PERSON

8. SHARED DISPOSITIVE POWER 940,052

WITH

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 940,052

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.20%

12. TYPE OF REPORTING PERSON (See Instructions) OO



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NAME OF REPORTING PERSONS

1. Tushar Shah

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(see instructions)

2. (a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF  
ORGANIZATION United States of America

5. SOLE VOTING POWER 0  
NUMBER OF  
SHARES  
6. SHARED VOTING POWER 940,052  
BENEFICIALLY  
OWNED BY  
EACH 7. SOLE DISPOSITIVE POWER 0

REPORTING

PERSON

8. SHARED DISPOSITIVE POWER 940,052

WITH

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
940,052

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.20%

12. TYPE OF REPORTING PERSON (See Instructions) IN, HC

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NAME OF REPORTING PERSONS

1. Stephen J. Clearman

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(see instructions)

2. (a)   
(b)

SEC USE ONLY

3.

4. CITIZENSHIP OR PLACE OF  
ORGANIZATION United States of America

5. SOLE VOTING POWER 0  
NUMBER OF  
SHARES  
SHARED VOTING POWER 940,052  
BENEFICIALLY 6.  
OWNED BY  
EACH 7. SOLE DISPOSITIVE POWER 0

REPORTING

PERSON

8. SHARED DISPOSITIVE POWER 940,052

WITH

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
940,052

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.20%

12. TYPE OF REPORTING PERSON (See Instructions) IN, HC

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NAME OF REPORTING PERSONS

1. Kinderhook Partners, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

2. (a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

5. SOLE VOTING POWER 0  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH  
6. SHARED VOTING POWER 940,052  
7. SOLE DISPOSITIVE POWER 0

REPORTING

PERSON

8. SHARED DISPOSITIVE POWER 940,052

WITH

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 940,052

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.20%

12. TYPE OF REPORTING PERSON (See Instructions) IA

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**Item 1(a). Name of Issuer:** Heritage-Crystal Clean, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

2175 Point Boulevard, Suite 375

Elgin, IL 60123

Item  
2(a).  
Name of  
Person  
Filing:  
Kinderhook, LP  
Kinderhook GP, LLC  
Tushar Shah  
Stephen J. Clearman  
Kinderhook Partners, LLC

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

(for all reporting persons)

2 Executive Drive, Suite 585

Fort Lee, New Jersey 07024

Item 2(c). Kinderhook, LP - Delaware  
Citizenship:  
Kinderhook GP, LLC - Delaware  
Tushar Shah - United States of America  
Stephen J. Clearman - United States of America

Kinderhook Partners, LLC - Delaware

**Item 2(d). Title of Class of Securities:** Common Stock, par value \$0.01

**Item 2(e). CUSIP Number:** 42726M106

**Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C 78o);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E); **with respect to Kinderhook Partners, LLC only**
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);



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- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

\_\_\_\_\_

**Item 4. Ownership:**

Provide the following information regarding the aggregate number and percentage of class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

(b) Percent of Class:

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

(ii) shared power to vote or to direct the vote:

(iii) sole power to dispose or to direct the disposition of:

(iv) shared power to dispose or to direct the disposition of:

Ownership as of January 7, 2013 is incorporated herein by reference from items (5) – (9) and (11) of the cover pages of this Schedule 13G.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [  ].

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Kinderhook Partners, LLC (the “Investment Adviser”) serves as the investment adviser to Kinderhook, LP (the “Partnership”) and is responsible for making investment decisions on the Partnership’s behalf. Kinderhook GP, LLC (the “General Partner”) serves as the general partner to the Partnership. Messrs. Tushar Shah and Stephen Clearman serve as the General Partner’s and Investment Adviser’s co-managing members and as a result, Mr. Clearman and Mr. Shah may be deemed to control such entities. Accordingly, Mr. Clearman and Mr. Shah may be deemed to have a beneficial interest in the shares of Common Stock by virtue of their indirect control of the Partnership’s, General Partner’s, and Investment Adviser’s power to vote and/or dispose of the shares of Common Stock. Mr. Clearman and Mr. Shah disclaim beneficial ownership of the shares of Common Stock except to the extent of their pecuniary interest, if any, therein.

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Kinderhook, LP specifically disclaims beneficial ownership in the shares of Common Stock reported herein except to the extent of its pecuniary interest therein, if any.

Kinderhook GP, LLC specifically disclaims beneficial ownership in the shares of Common Stock reported herein except to the extent of its pecuniary interest therein, if any.

Kinderhook Partners, LLC specifically disclaims beneficial ownership in the shares of Common Stock reported herein except to the extent of its pecuniary interest therein, if any.

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:**

Not Applicable

**Item 8. Identification and Classification of Members of the Group:**

Not Applicable

**Item 9. Notice of Dissolution of Group:**

Not Applicable

**Item 10. Certifications:**

**By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.**

**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, I certify (the undersigned certifies) that the information set forth in this statement is true, complete and correct.

January 7, 2013  
(Date)

/s/ Tushar Shah  
(Signature)

Tushar Shah  
Name and Title

January 7, 2013  
(Date)

/s/ Stephen J. Clearman  
(Signature)

Stephen J. Clearman  
Name and Title

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January 7, 2013  
(Date)

/s/ Tushar Shah  
(Signature)

Tushar Shah – Managing Member of Kinderhook GP, LLC  
Name and Title

January 7, 2013  
(Date)

/s/ Tushar Shah  
(Signature)

Tushar Shah – Managing Member of Kinderhook, LP's General Partner  
Name and Title

Item 10. Certifications:

**By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.**

## **SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, I certify (the undersigned certifies) that the information set forth in this statement is true, complete and correct.

January 7, 2013  
(Date)

/s/ Tushar Shah

(Signature)

Tushar Shah, Managing Member of Kinderhook Partners, LLC  
Name and Title

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