

CEDAR FAIR L P  
Form SC 13G/A  
February 14, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and  
Amendments Thereto Filed Pursuant to Rule 13d-2(b)  
(Amendment No. 2 )\*

Cedar Fair, L.P.

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(Name of Issuer)

Units Representing Limited Partner Interests

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(Title of Class of Securities)

150185106

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(CUSIP Number)

December 31, 2016

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(Date of Event which Requires Filing of this 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 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 (the "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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CUSIP NO. 150185106 13G

1 NAMES OF  
REPORTING  
PERSONS

MSD Partners, L.P.

2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A (a)   
GROUP (SEE  
INSTRUCTIONS)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Delaware

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

1,597,314

EACH  
REPORTING  
PERSON WITH  
7 SOLE  
DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

1,597,314

9 AGGREGATE  
AMOUNT  
BENEFICIALLY

OWNED BY EACH  
REPORTING PERSON

1,597,314

10 CHECK IF THE  
AGGREGATE  
AMOUNT IN ROW (9)   
EXCLUDES  
CERTAIN SHARES\*

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

2.8%<sup>1</sup>

12 TYPE OF  
REPORTING  
PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

<sup>1</sup> The percentage used above is calculated based on 56,160,377 Units Representing Limited Partner Interests outstanding as of October 31, 2016 as reported in the Company's Form 10-Q filed with the Commission on November 2, 2016.

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CUSIP NO. 150185106 13G

1 NAMES OF  
REPORTING  
PERSONS

MSD Torchlight  
Partners, L.P.

2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A (a) o  
GROUP (SEE  
INSTRUCTIONS)

(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Delaware

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

1,597,314

EACH  
REPORTING  
PERSON WITH

SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

1,597,314

9 AGGREGATE  
AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

1,597,314

10 CHECK IF THE  
AGGREGATE  
AMOUNT IN ROW (9)   
EXCLUDES  
CERTAIN SHARES\*

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

2.8%<sub>1</sub>

12 TYPE OF  
REPORTING  
PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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Item 1(a) Name of Issuer:

The name of the issuer is Cedar Fair, L.P. (the "Company").

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

The Company's principal executive office is located at One Cedar Point Drive, Sandusky, Ohio 44870.

Item 2(a) Name of Person Filing:

This Schedule 13G is being jointly filed by and on behalf of each of MSD Torchlight Partners, L.P. ("MSD Torchlight") and MSD Partners, L.P. ("MSD Partners" and, together with MSD Torchlight, the "Reporting Persons"). MSD Torchlight is the direct owner of the securities covered by this statement. MSD Partners is the investment manager of, and may be deemed to beneficially own securities beneficially owned by, MSD Torchlight. MSD Partners (GP), LLC ("MSD GP") is the general partner of, and may be deemed to beneficially own securities beneficially owned by, MSD Partners. Each of Glenn R. Fuhrman, John C. Phelan and Marc R. Lisker is a manager of, and may be deemed to beneficially own securities beneficially owned by, MSD GP.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 14, 2017, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Neither the filing of this statement nor anything herein shall be construed as an admission that any person other than the Reporting Persons is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

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

The address of the principal business office of each Reporting Person 645 Fifth Avenue, 21st Floor, New York, New York 10022.

Item 2(c) Citizenship:

MSD Torchlight Partners, L.P. is organized as a limited partnership under the laws of the State of Delaware. MSD Partners, L.P. is organized as a limited partnership under the laws of the State of Delaware.

Item 2(d) Title of Class of Securities:

Units Representing Limited Partner Interests

Item 2(e) CUSIP No.:

150185106

Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

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Item 4 Ownership:

A. MSD Partners, L.P.

- (a) Amount beneficially owned: 1,597,314
- (b) Percent of class: 2.8%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 1,597,314
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 1,597,314

B. MSD Torchlight Partners, L.P.

- (a) Amount beneficially owned: 1,597,314
- (b) Percent of class: 2.8%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 1,597,314
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 1,597,314

C. MSD Partners (GP), LLC

- (a) Amount beneficially owned: 1,597,314
  - (b) Percent of class: 2.8%
  - (c) Number of shares as to which such person has:
    - (i) Sole power to vote or direct the vote: -0-
    - (ii) Shared power to vote or direct the vote: 1,597,314
    - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition: 1,597,314
-

D. Glenn R. Fuhrman

- (a) Amount beneficially owned: 1,597,314
- (b) Percent of class: 2.8%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 1,597,314
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 1,597,314

E. John Phelan

- (a) Amount beneficially owned: 1,597,314
- (b) Percent of class: 2.8%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 1,597,314
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 1,597,314

F. Marc R. Lisker

- (a) Amount beneficially owned: 1,597,314
  - (b) Percent of class: 2.8%
  - (c) Number of shares as to which such person has:
    - (i) Sole power to vote or direct the vote: -0-
    - (ii) Shared power to vote or direct the vote: 1,597,314
    - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition: 1,597,314
-

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 each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable.

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 Certification:

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 participant in any transaction having that purpose or effect.

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SIGNATURE

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

Date: February 14, 2017

MSD Partners, L.P.

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners, L.P.

By: MSD Partners, L.P.  
Its: Investment Manager

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

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EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Joint Filing Agreement dated February 14, 2017.

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Exhibit 99.1

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 14, 2017

MSD Partners, L.P.

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners, L.P.

By: MSD Partners, L.P.  
Its: Investment Manager

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager