

Sprague Resources LP  
Form SC 13G/A  
January 11, 2019

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

**SCHEDULE 13G**

**(Rule 13d-102)**

**Information to be Included in Statements Filed Pursuant to § 240.13d-1(b), (c)**  
**and (d) and Amendments Thereto Filed Pursuant to § 240.13d-2.**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**Sprague Resource LP**

**(Name of Issuer)**

**Common Units Representing Limited Partner Interests**

**(Title of Class of Securities)**

**849343108**

**(CUSIP Number)**

**December 31, 2018**

**(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 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* ).

**1 NAME OF REPORTING PERSONS**

Carbo Industries, Inc.

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

(a) (b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

New York

**5 SOLE VOTING POWER**

NUMBER OF

SHARES

1,091,551

BENEFICIALLY

**6 SHARED VOTING POWER**

OWNED BY

EACH

0

**7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON

1,091,551

WITH

**8 SHARED DISPOSITIVE POWER**

0

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

1,091,551

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

**(SEE INSTRUCTIONS)**

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

4.8%\*

\* This percentage is based upon 22,733,977 common units outstanding as of November 1, 2018 and as reported in the Issuer's Quarterly Report on Form 10-Q as filed with the Securities and Exchange Commission on November 7, 2018.

**12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

CO

CUSIP NO. 849343108

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**ITEM 1 (a) NAME OF ISSUER:**  
Sprague Resources LP

**ITEM 1 (b) ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES:**  
185 International Drive

Portsmouth, New Hampshire 03801

**ITEM 2 (a) NAME OF PERSON FILING:**  
Carbo Industries, Inc.

**ITEM 2 (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**  
1 Bay Boulevard

Lawrence, NY 11559

**ITEM 2 (c) CITIZENSHIP:**  
New York

**ITEM 2 (d) TITLE OF CLASS OF SECURITIES:**  
Common Units Representing Limited Partner Interests

**ITEM 2 (e) CUSIP NUMBER:**  
849343108

**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:**

- (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);  
Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C.8a-8);
- (d) U.S.C.8a-8);
- (e) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Section 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);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C.80a-3);
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

**ITEM 4 OWNERSHIP:**

- (a) **Amount beneficially owned:**  
1,091,551
- (b) **Percent of class:**  
4.8%
- (c) **Number of shares as to which such person has:**
  - (i) **Sole power to vote or to direct the vote**  
1,091,551
  - (ii) **Shared power to vote or to direct the vote**  
0
  - (iii) **Sole power to dispose or to direct the disposition of**  
1,091,551
  - (iv) **Shared power to dispose or to direct the disposition of**  
0

**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 five percent of the class of securities, check the following .

**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 a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

**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.

January 10, 2019  
Date

/s/ Cliff Hochhauser  
Signature

Cliff Hochhauser, Vice President  
Name/Title