SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1											
1. Name and Address of <u>Ward Charles C</u> (Last) (Fin 1360 POST OAK B	rst) (Middle)	2. Issuer Name and Ticker or Trading Symbol Evolve Transition Infrastructure LP [SNMP] 3. Date of Earliest Transaction (Month/Day/Year) 02/16/2024	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) Interim CEO, CFO & Secretary								
SUITE 2400 (Street) HOUSTON TX	X 77056	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person								
(City) (St	ate) (Zip)	Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.									
Table L. Non-Derivative Securities Acquired Disposed of or Beneficially Owned											

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities A Disposed Of			Securities	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130. 4)
Common Units	02/16/2024		J ⁽¹⁾		29,003(1)	D	\$1.3893 ⁽¹⁾	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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)	ution Date, Transaction Code (Instr.				6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					

Explanation of Responses:

1. On January 8, 2024, Evolve Transition Infrastructure GP LLC (the "General Partner") elected to exercise the limited call right pursuant to its right as the holder (together with its controlled affiliates) of more than 80% of the outstanding Common Units and Section 15.1 of the Third Amended and Restated Agreement of Limited Partnership of the Issuer, dated as of August 2, 2019 (the "Partnership Agreement") to purchase all outstanding Common Units (other than Common Units held by the General Partner or its controlled affiliates), at a price of \$1.389285 per Common Unit, determined pursuant to the contractual formula set forth in Section 15.1(b) of the Partnership Agreement, effective February 16, 2024.

Charles C. Ward

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

02/16/2024

Date