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. 2	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. Name and Address of Reporting Person [*] LANGDON RICHARD S				2. Issuer Name and Ticker or Trading Symbol <u>Evolve Transition Infrastructure LP</u> [SNMP]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
]]								1	Х	Direc			10% O			
(Last)	(Fir	st) (M	Viddle	e)		3. Date of Earliest Transaction (Month/Day/Year) 02/16/2024									Office belov	er (give title v)		Other (below)	specify
(Street)			4. lf /	4. If Amendment, Date of Original Filed (Month/Day/Year)								ine)	,						
(City)	City) (State) (Zip)											Х	Form filed by One Reporting Person Form filed by More than One Reporting Person						
						Rule 10b5-1(c) Transaction Indication													
								maave). Өсс шоа	uotion					
		Table	I - N	lon-Deriva	tive \$	Secu	rities	Ac	quire	d, Di	sposed of	f, or E	Benefic	ially	Own	ed			
1. Title of Security (Instr. 3) Date (Month/Day/			Execution Da		on Dat	on Date, Trans Code						5)	Securities F Beneficially (I		Forn (D) c	wnership n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							Code	v	Amount	(A) or (D)	Price	Transact (Instr. 3		ction(s)			(1130. 4)		
Common Units 02/16/			02/16/202	24			J ⁽¹⁾		2,727 ⁽¹⁾	D	\$1.389	893(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. 3. Transaction Date 3A. Deemed Execution Date, (Month/Day/Year) 9 Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, (Month/Day/Year)				ansaction ode (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year) S			Amou Secur Under Deriva Secur	mount of De ecurities Se		rice of vative urity tr. 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	rcisable	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.

Richard S. Langdon

** Signature of Reporting Person

02/20/2024

Date

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.