

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Cubbage Vincent T.</u> (Last) (First) (Middle) 725 FIFTH AVENUE, 19TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Arc Logistics Partners LP [ARCX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - 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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common units representing limited partner interests	12/21/2017		A ⁽¹⁾		168,750	A	\$0.00	239,984	D	
Common units representing limited partner interests	12/21/2017		D		239,984	D	(2)	0	D	
Common units representing limited partner interests	12/21/2017		D		30,680 ⁽³⁾	D	(4)	0	I	By Lightfoot Capital Partners, LP

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)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		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		Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents vested phantom units subject to performance-based vesting that were awarded under the Issuer's Long-Term Incentive Plan.
- Pursuant to the Purchase Agreement and Plan of Merger (the "Merger Agreement") dated as of August 29, 2017, by and among Zenith Energy U.S., L.P., Zenith Energy U.S. GP, LLC, Zenith Energy U.S. Logistics Holdings, LLC, Zenith Energy U.S. Logistics, LLC, Arc Logistics Partners LP, Arc Logistic GP LLC, Lightfoot Capital Partners, LP ("LCP LP") and Lightfoot Capital Partners GP LLC ("LCP GP"), all of the common units and phantom units (each representing a contingent right to receive one common unit upon settlement) held by the Reporting Person were cancelled and converted into the right to receive an amount in cash equal to \$16.50 per unit, subject to any required withholding taxes.
- Prior to the signing of the Merger Agreement, certain members of LCP GP had the right to elect to cause LCP LP to distribute the common units held by LCP LP to the partners of LCP LP and to the members of LCP GP. As a member of LCP GP and a partner of LCP LP, the Reporting Person may have been deemed to indirectly own a portion of the common units held by LCP LP.
- Pursuant to the Merger Agreement, all of the common units held by LCP LP were cancelled and converted into the right to receive an amount in cash equal to \$14.50 per common unit, subject to any required withholding taxes.

Remarks:

Chief Executive Officer and Chairman

/s/ Stephen J. Pilatzke,
Attorney-in-Fact for Vincent T. Cubbage 12/26/2017

** Signature of Reporting Person 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.