

<b>OMB APPROVAL</b>	
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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>Schnitzer Steven C.</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)  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 <sup>(1)</sup>		48,750	A	\$0.00	80,589 <sup>(2)</sup>	D	
Common units representing limited partner interests	12/21/2017		A <sup>(1)</sup>		26,250	A	\$0.00	106,839	D	
Common units representing limited partner interests	12/21/2017		D		106,839	D	<sup>(3)</sup>	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)	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	(A)	(D)	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.
- Includes an adjustment of 23 units that were previously not reflected as beneficially owned as a result of estimating the disposition for tax withholding purposes on account of the partial vesting of units attributable to previously reported awards of 2,095 phantom units and 10,000 phantom units.
- Pursuant to the Purchase Agreement and Plan of Merger 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 and Lightfoot Capital Partners GP LLC, 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.

**Remarks:**

Senior Vice President, General Counsel and Secretary

/s/ Stephen J. Pilatzke,  
Attorney-in-Fact for Steven C. Schnitzer  
 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.