

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Lightfoot Capital Partners, LP</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	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		D		5,242,775	D	(1)	0	D ⁽²⁾	

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					

1. Name and Address of Reporting Person*
Lightfoot Capital Partners, LP
 (Last) (First) (Middle)
 725 FIFTH AVENUE, 19TH FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Lightfoot Capital Partners GP LLC
 (Last) (First) (Middle)
 725 FIFTH AVENUE, 19TH FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

Explanation of Responses:

1. 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 ("LCP LP") and Lightfoot Capital Partners GP LLC ("LCP GP"), 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.

2. This Form 4 is filed jointly by LCP LP and LCP GP, the general partner of LCP LP. These units were owned directly by LCP LP, a ten percent owner of the Issuer, and indirectly by LCP GP as general partner of LCP LP. LCP GP was a ten percent indirect beneficial owner of the Issuer by virtue of its general partner interest in LCP LP. LCP GP disclaimed beneficial ownership of the units owned directly by LCP LP except to the extent of its pecuniary interest therein.

Remarks:

/s/ Steven C. Schnitzer, as
Senior Vice President, General
Counsel and Secretary of
Lightfoot Capital Partners GP 12/26/2017
LLC, the general partner of
Lightfoot Capital Partners, LP
/s/ Steven C. Schnitzer, as
Senior Vice President, General
Counsel and Secretary of 12/26/2017
Lightfoot Capital Partners GP
LLC

** 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.