

Taylor Colin A.  
Form 3  
April 10, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
aPriori Capital Partners LLC		(Month/Day/Year)	BASIC ENERGY SERVICES INC [BAS]	
(Last)	(First)	(Middle)	03/31/2014	
767 FIFTH AVENUE,Â			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK,Â NYÂ 10153			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input type="checkbox"/> Form filed by One Reporting Person
				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	11,377,801	I	See footnote <u>(1)</u> <u>(2)</u> <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares (I)  
(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
aPriori Capital Partners LLC 767 FIFTH AVENUE NEW YORK, NY 10153	Â	Â X	Â	Â
DLJ MERCHANT BANKING PARTNERS III LP 767 FIFTH AVENUE NEW YORK, NY 10153	Â	Â X	Â	Â
aPriori Capital Partners III LLC 767 FIFTH AVENUE NEW YORK, NY 10153	Â	Â X	Â	Â
aPriori Capital Partners L.P. 767 FIFTH AVENUE NEW YORK, NY 10153	Â	Â X	Â	Â
aPriori Capital GmbH MAXIMILIANHOEFER, MAXIMILIANSTRASSE 13 MUNICH, 2M 80539	Â	Â X	Â	Â
SCHNABEL SUSAN C 11400 W. OLYMPIC BOULEVARD SUITE 1400 LOS ANGELES, CA 90064	Â X	Â	Â	Â
Taylor Colin A. 110 FETTER LANE LONDON, X0 EC4A 1AY	Â	Â X	Â	Â

## Signatures

APRIORI CAPITAL PARTNERS LLC, By: /s/ Susan C. Schnabel , Authorized Person

04/10/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

This Form 3 is being filed by DLJ Merchant Banking Partners III, L.P. ("MB III LP"); aPriori Capital Partners LLC ("aPriori"); aPriori Capital Partners L.P. ("aCP"); aPriori Capital Partners III LLC ("aCP III"); aPriori Capital GmbH ("aCP GmbH"); Susan C. Schnabel and Colin A. Taylor (collectively, the "Reporting Persons"). aCP III is the general partner of MB III LP; DLJ Offshore Partners III, L.P.

- (1) ("Offshore Partners III"); DLJ Offshore Partners III-1, C.V. ("Offshore Partners III-1"); DLJ Offshore Partners III-2, C.V. ("Offshore Partners III-2"); Millennium Partners II, L.P. ("Millennium"); and MBP III Plan Investors, L.P. ("MBP III"). aCP GmbH is the general partner of DLJ MB Partners III GmbH & Co. KG ("Partners III GmbH" and, collectively with MB III LP, Offshore Partners III, Offshore Partners III-1, Offshore Partners III-2, Millennium and MBP III, the "Funds").
- (2) (Continuation of Footnote 1) aCP was retained by the Funds to act as investment manager pursuant to an amended and restated agreement of limited partnership of each of the Funds and/or an investment management agreement. aCP is the managing member of aCP III and the

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sole shareholder of aCP GmbH. aPriori is the general partner of aCP. The managing members of aPriori are Susan C. Schnabel and Colin A. Taylor.

- (3) Represents shares of Common Stock held as follows: 8,818,062 shares directly by MB III LP; 607,875 shares directly by Offshore Partners; 155,803 shares directly by Offshore Partners III-1; 110,984 shares directly by Offshore Partners III-2; 73,633 shares directly by Partners III GmbH; 49,906 shares directly by Millennium; and 1,561,538 shares directly by MBP III. Each of the Reporting Persons disclaims beneficial ownership of the securities except to the extent of such person's pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 of the Exchange Act or otherwise.

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### Remarks:

ExhibitÂ 99.1Â (JointÂ FilerÂ Information)Â incorporatedÂ hereinÂ byÂ reference.

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

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