

BASIC ENERGY SERVICES INC
 Form 4
 January 23, 2015

FORM 4

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

OMB APPROVAL

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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 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 *
 aPriori Capital Partners LLC

2. Issuer Name and Ticker or Trading Symbol
 BASIC ENERGY SERVICES INC
 [BAS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 444 MADISON AVENUE, 7TH FLOOR,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/22/2015

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.01 per share	01/22/2015		J ⁽¹⁾	4,983,523	D	\$ 0	16,495 ⁽²⁾	I	See Notes ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
aPriori Capital Partners LLC 444 MADISON AVENUE, 7TH FLOOR NEW YORK, NY 10022		X		
DLJ MERCHANT BANKING PARTNERS III LP 444 MADISON AVENUE NEW YORK, NY 10022		X		
aPriori Capital Partners III LLC 444 MADISON AVENUE NEW YORK, NY 10022		X		
aPriori Capital Partners L.P. 444 MADISON AVENUE NEW YORK, NY 10022		X		
aPriori Capital GmbH MAXIMILIANHOEFE, MAXIMILIANSTRASSE 13 MUNICH, 2M 80539		X		
SCHNABEL SUSAN C 11400 W. OLYMPIC BOULEVARD SUITE 1400 LOS ANGELES, CA 90064	X			
Taylor Colin A. 110 FETTER LANE LONDON, X0 EC4A 1AY		X		

Signatures

aPriori Capital Partners LLC, By: /s/ Susan C. Schnabel , Authorized
Person

01/23/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- Distribution of common stock held by the Funds (defined below) to their partners or members, including subsequent distributions by
- (1) general partners or managing members to their respective partners or members (the "Distribution"). As a result of the Distribution, the Funds ceased to own any common stock.

- This Form 4 is being filed jointly by the following (each, a "Reporting Person," and, collectively, the "Reporting Persons"): DLJ Merchant Banking Partners III, L.P. ("MB III LP"); DLJ Offshore Partners III, L.P. ("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"); DLJ MB PartnersIII GmbH & Co. KG ("PartnersIII GmbH"); Millennium Partners II, L.P. ("Millennium"); MBP III Plan Investors, L.P. ("MBP III" and, together with MB III LP, Offshore Partners III, Offshore Partners III-1, Offshore Partners III-2, PartnersIII GmbH, Millennium, the "Funds"); 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. As a result of the Distribution, Susan C. Schnabel beneficially owns 16,495 shares of common stock.
- (2)

Remarks:

Exhibit 99.1 (Joint Filer Information) incorporated herein by 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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