

AXAR CAPITAL MANAGEMENT L.P.
 Form 4
 October 18, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 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 *
 AXAR CAPITAL MANAGEMENT L.P.

2. Issuer Name and Ticker or Trading Symbol
 STONEMOR PARTNERS LP [STON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/16/2018

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

1330 AVENUE OF THE AMERICAS, 30TH FLOOR

(Street)

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

NEW YORK, NY 10019

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Units | 10/16/2018 | | P | 7,616 A \$ 5.285 | 7,039,767 | I | See footnotes (1) (2) |
| Common Units | 10/17/2018 | | P | 20,000 A \$ 4.967 | 7,059,767 | I | See footnotes (1) (2) |
| Common Units | 10/18/2018 | | P | 35,000 A \$ 5,068 | 7,094,767 | I | See footnotes (1) (2) |

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

/s/ Andrew Axelrod

10/18/2018

__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).

(1) This Form 4 is filed by Axar Capital Management, LP (the "Investment Manager"), Axar GP LLC ("GP") and Mr. Andrew Axelrod, with respect to the Common Units Representing Limited Partnership Interests (the "Common Units") held by certain funds and/or managed accounts (collectively, the "Axar Vehicles"). The Investment Manager serves as the investment manager of the Axar Vehicles. GP is the general partner of Investment Manager. Mr. Andrew Axelrod serves as the sole member of the GP.

(2) Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons may be deemed to be the beneficial owner of the securities reported herein to the extent of his or its pecuniary interest therein, but disclaims beneficial ownership in excess of such amount; and pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

(3) On dates ranging from October 16, 2018 to October 18, 2018, the Reporting Person increased its equity swap position by 10,904 swaps. The reference prices of the equity swaps range from \$4.9671 to \$5.2849. Upon settlement of the various swap agreements, either (i) the counterparty will pay to the Reporting Person in cash an amount determined in part by reference to any increase between the initial reference price and the market value of a notional number of Common Units on the applicable expiration date set forth in Table II or (ii) the Reporting Person will pay to the counterparty in cash an amount determined in part by reference to any decrease between the initial reference price and the market value of the reference shares on the applicable expiration date listed in Table II.

(4) These cash-settled equity swaps can be settled at any time before the expiration date.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.