

STAR GROUP, L.P.
Form SC 13G/A
February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Star Group, L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

85512C105

(CUSIP Number)

**December 31,
2018**

(Date of Event
Which Requires
Filing of This
Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 85512C105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Cat Rock Capital Management, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF

3,120,635

SHARES

SHARED VOTING POWER

6

BENEFICIALLY

OWNED BY

SOLE DISPOSITIVE POWER

EACH REPORTING **7**

PERSON WITH:

SHARED DISPOSITIVE POWER

8

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,120,635

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.92%

TYPE OF REPORTING PERSON (see instructions)

12

IA

CUSIP No. 85512C105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

CAT ROCK CAPITAL MASTER FUND LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

CAYMAN ISLANDS

SOLE VOTING POWER

5

NUMBER OF

3,120,635

SHARES

SHARED VOTING POWER

6

BENEFICIALLY

OWNED BY

SOLE DISPOSITIVE POWER

EACH REPORTING **7**

PERSON WITH:

SHARED DISPOSITIVE POWER

8

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,120,635

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.92%

TYPE OF REPORTING PERSON (see instructions)

12

IA

CUSIP No. 85512C105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

ALEXANDER CAPTAIN

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

UNITED STATES OF AMERICA

SOLE VOTING POWER

5

NUMBER OF
SHARES

3,120,635

SHARED VOTING POWER

6

BENEFICIALLY

OWNED BY

SOLE DISPOSITIVE POWER

EACH REPORTING **7**

PERSON WITH:

SHARED DISPOSITIVE POWER

8

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,120,635

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.92%

TYPE OF REPORTING PERSON (see instructions)

12

HC, IN

Item 1(a). Name of Issuer:

Star Group, L.P.

Item 1(b). Address of Issuer's Principal Executive Offices:

9 West Broad Street, Suite 310, Stamford, Connecticut 06902

Item 2(a). Name of Person Filing:

(i) Cat Rock Capital Management, LP, a Delaware limited partnership, as investment adviser

(ii) CAT ROCK CAPITAL MASTER FUND LP, a Delaware limited partnership

(iii) ALEXANDER CAPTAIN, as the limited partner and CEO of Cat Rock Capital Management

Item 2(b). Address of Principal Business Office or, if none, Residence:

(i) 8 SOUND SHORE DRIVE, SUITE 250, GREENWICH, CONNECTICUT 06830

(ii) C/o WILLOW HOUSE, 3RD FL, CRICKET SQUARE PO BOX 261, GEORGE TOWN, CAYMAN ISLANDS KY-1104

(iii) C/o 8 SOUND SHORE DRIVE, SUITE 250, GREENWICH, CONNECTICUT 06830

Item 2(c). Citizenship:

See the response (s) to Item 4 on the attached cover page (s)

Item 2(d). Title of Class of Securities:

Common Units

**Item
2(e).**

CUSIP Number: 85512C105

Item 3. If this Statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned: 3,120,635
- (b) Percent of Class: 5.92%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 3,120,635
 - (ii) shared power to vote or to direct the vote:
 - (iii) sole power to dispose or to direct the disposition of:
 - (iv) shared power to dispose or to direct the disposition of:

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect for the time being.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2019
Date

/s/ Andrew Flinn
Signature

Andrew Flinn, CCO, COO and CFO
Name/Title