

Taylor Colin A.
Form 4
June 12, 2014

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)
767 FIFTH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/12/2014

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

NEW YORK, NY 10153

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 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 Beneficial Ownership (Instr. 4)			
Common Stock, par value \$0.01 per share	06/12/2014		S	V	5,545,898	D	\$ 25.5	5,831,903 ⁽²⁾	I	See Notes <u>(1)</u> <u>(2)</u>

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 767 FIFTH AVENUE NEW YORK, NY 10153		X		
DLJ MERCHANT BANKING PARTNERS III LP 767 FIFTH AVENUE NEW YORK, NY 10153		X		
aPriori Capital Partners III LLC 767 FIFTH AVENUE NEW YORK, NY 10153		X		
aPriori Capital Partners L.P. 767 FIFTH AVENUE NEW YORK, NY 10153		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

06/12/2014

__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).

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.

- (1) Represents shares of Common Stock held as follows: 4,519,861 shares directly by MB III LP; 311,578 shares directly by Offshore Partners III; 79,860 shares directly by Offshore Partners III-1; 56,887 shares directly by Offshore Partners III-2; 37,742 shares directly by PartnersIII GmbH; 25,580 shares directly by Millennium; and 800,395 shares directly by MBP III. Each of the Reporting Persons
- (2) 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.

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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