

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
Compensatory Arrangements of Certain Officers.

On September 17, 2018, StoneMor GP LLC (the “General Partner”), the general partner of StoneMor Partners L.P. (the “Partnership”), approved the amendment and restatement of the StoneMor Partners L.P. 2014 Long-Term Incentive Plan, which was also renamed the StoneMor Amended and Restated 2018 Long-Term Incentive Plan (the “Restated Plan”), in order to (i) increase the number of common units of the Partnership reserved for delivery under the Restated Plan and (ii) make certain other clarifying changes and updates to the Restated Plan.

The Restated Plan provides for the grant, from time to time, at the discretion of the board of directors of the General Partner (the “Board”) or the Compensation, Nominating and Governance, and Compliance Committee of the Board, of equity-based incentive compensation awards. Subject to adjustment in the event of certain transactions or changes of capitalization in accordance with the Restated Plan, 2,000,000 common units of the Partnership have been reserved for delivery pursuant to awards under the Restated Plan. Common units subject to an award that is forfeited, cancelled, exercised, settled in cash, or otherwise terminates or expires without delivery of common units and common units withheld to satisfy the withholding obligations with respect to an award will again be available for delivery pursuant to other awards under the Restated Plan.

The foregoing description of the Restated Plan does not purport to be complete and is qualified in its entirety by reference to the complete text of the Restated Plan, a copy of which is filed as Exhibit 10.1 to this Current Report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
10.1	<u>StoneMor Amended and Restated 2018 Long-Term Incentive Plan</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STONEMOR PARTNERS L.P.

Date: September 21, 2018 By: StoneMor GP LLC
its general partner
By: /s/ Mark L. Miller
Mark L. Miller
Chief Financial Officer