

NGL Energy Partners LP  
Form 4  
September 16, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Coady Shawn W

(Last) (First) (Middle)  
6120 S. YALE AVENUE, SUITE 805  
(Street)

TULSA, OK 74136

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NGL Energy Partners LP [NGL]

3. Date of Earliest Transaction (Month/Day/Year)  
09/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President, Retail Division

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

**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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Units	09/15/2015		G <sup>(1)</sup>	V 12,250 D \$ 0 74,269		D	
Common Units	09/15/2015		G <sup>(2)</sup>	V 12,250 D \$ 0 62,019		D	
Common Units	09/15/2015		G <sup>(3)</sup>	V 25,000 D \$ 0 37,019		D	
Common Units	09/15/2015		G <sup>(3)</sup>	V 25,000 A \$ 0 135,000		I	SEE FTN (4)
Common Units					2,320,391	I	SEE FTN (5)



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(3) The units reported on this line were gifted to the 2012 Shawn W. Coady Irrevocable Insurance Trust, for the benefit of the Reporting Person's children. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or any other purpose.

(4) The units reported on this line are held by the 2012 Shawn W. Coady Irrevocable Insurance Trust, for the benefit of the Reporting Person's children. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or any other purpose.

(5) The units reported on this line are held by the SWC Family Partnership LP. SWC Family Partnership LP is a limited partnership which is solely owned by SWC General Partner LLC. The Reporting Person is the sole member of SWC General Partner, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or any other purpose.

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.