

NGL Energy Partners LP
 Form 4
 June 29, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Highstar Capital IV, L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 277 PARK AVENUE, 45TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 06/24/2016

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

(Street)
 NEW YORK, NY 10172

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

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					Price		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code V	(A) or Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
10.75% Class A Convertible Preferred Units	(1)	06/24/2016	P	11,632,932			(2)(3)	(2)(3)	Common Units	(1) (2)
Warrants (right to buy)	\$ 0.01	06/24/2016	P	2,552,149			(4)	(4)	Common Units	2,552

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Highstar Capital IV, L.P. 277 PARK AVENUE, 45TH FLOOR NEW YORK, NY 10172		X		

Signatures

HIGHSTAR CAPITAL IV, L.P., By: Highstar Capital GP IV, L.P., its general partner, By: Highstar Capital GP IV, LLC, its general partner, /s/Christopher Beall, Authorized Person	06/29/2016
**Signature of Reporting Person	Date
HIGHSTAR CAPITAL IV, L.P., By: Highstar Capital GP IV, L.P., its general partner, By: Highstar Capital GP IV, LLC, its general partner, /s/James Burchetta, Authorized Person	06/29/2016
**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) The 10.75% Class A Convertible Preferred Units (the "Preferred Units") are convertible at the quotient (the "Conversion Rate"), per unit and subject to certain adjustments, of (i) \$12.035 (the "Class A Preferred Unit Price") and (ii) the Class A Preferred Unit Price; provided, however, that if the volume-weighted average trading price (the "VWAP Price") for the fifteen (15) consecutive trading days ending on the trading day immediately preceding the Initial Conversion Date is less than the Class A Preferred Unit Price (such price, the "Adjusted VWAP Price"), then at all times on and after the Initial Conversion Date, the figure used in clause (ii) shall be the greater of (A) the Adjusted VWAP Price and (B) \$5.00 (subject to adjustment for any splits, combinations or recapitalizations).
- (2) Pursuant to the terms of that certain Class A Convertible Preferred Unit and Warrant Purchase Agreement, dated April 21, 2016, by and among NGL Energy Partners LP (the "Partnership") and the Purchasers (as amended through the date hereof, the "Purchase Agreement"), and the terms of the Third Amended and Restated Agreement of Limited Partnership of the Partnership, the Preferred Units are convertible into common units representing limited partner interests in the Partnership ("Common Units") any time after the third anniversary (the "Initial Conversion Date") of May 11, 2016 (the "Closing Date").
- (3) At any time after the eighth anniversary of the Closing Date, the Partnership shall have the right to convert all of the outstanding Preferred Units into Common Units at the Conversion Rate then in effect, provided that the Partnership has paid in full all quarterly

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distributions on the outstanding Preferred Units and that certain conditions described in the Purchase Agreement have been satisfied. Upon a Change of Control (as defined in the Purchase Agreement) of the Partnership, each Preferred Unit holder shall have the right, at its election, to, among other things, convert all of the Preferred Units then held by such Preferred Unit holder at the Conversion Rate then in effect. There is no expiration date on the Preferred Units.

- (4) One-third of the Warrants may be exercised from and after the first anniversary of the Closing Date, another one-third of the Warrants may be exercised from and after the second anniversary of the Closing Date; and all Warrants shall be exercisable from and after the third anniversary of the Closing Date. Upon the occurrence of a Change of Control (as defined in the Purchase Agreement) or in the event the Partnership exercises a redemption right with respect to the Preferred Units, all unvested Warrants shall immediately vest and be exercisable in full. Unexercised Warrants will expire on the eighth anniversary of the Closing Date.

- (5) The securities are owned directly by Highstar NGL Prism/IV-A Interco LLC ("Highstar Prism"), NGL CIV A, LLC ("NGL CIV") and Highstar NGL Main Interco LLC ("Highstar Main" and together with Highstar Prism and NGL CIV, the "Purchasers"). The members of Highstar Prism are NGL Prism/IV-A Blocker LLC and Highstar Capital GP IV, L.P. ("Highstar GP IV"). The members of NGL Prism/IV-A Blocker LLC are Highstar Capital IV-A, L.P. ("Highstar IV-A") and Highstar Capital IV Prism, L.P. ("Highstar IV Prism"), and the non-member manager of NGL Prism/IV-A Blocker LLC is Highstar GP IV.

- (6) (Continued from Footnote 5) The managing member of NGL CIV is Highstar Capital NGL Co-Invest Manager LLC ("Highstar Co-Invest"), and the managing member of Highstar Co-Invest is Highstar GP IV. The members of Highstar Main are NGL Main Blocker LLC and Highstar Capital IV, L.P. ("Highstar IV"), and the non-member manager of Highstar Main is Highstar GP IV. Highstar IV is the sole member of NGL Main Blocker LLC and Highstar GP IV is the non-member manager of NGL Main Blocker LLC.

- (7) Highstar GP IV is the general partner of each of Highstar IV, Highstar IV-A and Highstar IV Prism. The general partner of Highstar GP IV is Highstar Capital GP IV, LLC. The sole member of Highstar Capital GP IV, LLC is Highstar Capital GP IV Holdings. The sole director of Highstar Capital GP IV Holdings is Oaktree Capital Management, L.P., and the sole shareholder of Highstar Capital GP IV Holdings is Oaktree Infrastructure, L.P. The general partner of Oaktree Infrastructure, L.P. is Oaktree Fund GP IIA, LLC. The managing member of Oaktree Fund GP IIA, LLC is Oaktree Fund GP II, L.P., and the general partner of Oaktree Fund GP II, L.P. is Oaktree Capital II, L.P. The general partner of each of Oaktree Capital II, L.P. and Oaktree Capital Management, L.P. is Oaktree Holdings, Inc. The sole shareholder of Oaktree Holdings, Inc. is Oaktree Capital Group, LLC.

- (8) The duly elected manager of Oaktree Capital Group, LLC is Oaktree Capital Group Holdings GP, LLC. The members of Oaktree Capital Group Holdings GP, LLC are Howard Marks, Bruce Karsh, Jay Wintrob, John Frank, David Kirchheimer, Stephen Kaplan, and Sheldon Stone, who, by virtue of their membership interests in Oaktree Capital Group Holdings GP, LLC, may be deemed to share voting and dispositive power with respect to the Preferred Units and Warrants held by Highstar Prism and Highstar Main.

- (9) Highstar IV may be deemed to be a director by deputation as a result of its ability to appoint a director to the board of directors of the Partnership, pursuant to that certain Board Representation and Observation Rights Agreement, dated as of May 11, 2016, by and among the Partnership, NGL Energy Holdings LLC, the Purchasers and Highstar Capital IV, L.P.

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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