

NGL Energy Partners LP  
Form 4  
June 10, 2013

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EMG NGL HC LLC

(Last) (First) (Middle)

C/O THE ENERGY & MINERALS  
GROUP, 811 MAIN ST., SUITE  
4200

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

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

06/06/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                              | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                                    |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Units<br>representing<br>limited<br>partner<br>interests | 06/06/2013                              |                                                             | S                                    |                                                                         | 2,000,000                                                                                                          | D                                                                       | \$<br>27.3                                                        |
|                                                                    |                                         |                                                             |                                      |                                                                         | 3,696,634                                                                                                          | D                                                                       |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D)                                                                       | Amount<br>or<br>Number<br>of<br>Shares              |                                                                             |

## Reporting Owners

| Reporting Owner Name / Address                                                                                      | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                     | Director      | 10% Owner | Officer | Other |
| EMG NGL HC LLC<br>C/O THE ENERGY & MINERALS GROUP<br>811 MAIN ST., SUITE 4200<br>HOUSTON, TX 77002                  |               | X         |         |       |
| NGP Midstream & Resources, L.P.<br>C/O THE ENERGY & MINERALS GROUP<br>811 MAIN ST., SUITE 4200<br>HOUSTON, TX 77002 |               | X         |         |       |
| NGP MR, L.P.<br>C/O THE ENERGY & MINERALS GROUP<br>811 MAIN ST., SUITE 4200<br>HOUSTON, TX 77002                    |               | X         |         |       |
| NGP MR GP, LLC<br>C/O THE ENERGY & MINERALS GROUP<br>811 MAIN ST., SUITE 4200<br>HOUSTON, TX 77002                  |               | X         |         |       |
| RAYMOND JOHN T<br>C/O THE ENERGY & MINERALS GROUP<br>811 MAIN ST., SUITE 4200<br>HOUSTON, TX 77002                  |               | X         |         |       |
| Calvert John G.<br>C/O THE ENERGY & MINERALS GROUP<br>811 MAIN ST., SUITE 4200                                      |               | X         |         |       |

HOUSTON, TX 77002

## Signatures

|                                                                                                                                                                                                                   |            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| EMG NGL HC, LLC By: NGP Midstream & Resources, L.P., its Member By: NGP MR, LP, its general partner By: NGP MR GP, LLC, its general partner /s/ John T. Raymond John Chief Executive Officer and Managing Partner | 06/07/2013 |
| __Signature of Reporting Person                                                                                                                                                                                   | Date       |
| /s/ John G. Calvert Chief Operating Officer and Managing Partner                                                                                                                                                  | 06/10/2013 |
| __Signature of Reporting Person                                                                                                                                                                                   | Date       |
| NGP Midstream & Resources, L.P. By: NGP MR, LP, its general partner By: NGP MR GP, LLC, its general partner /s/ John T. Raymond Chief Executive Officer and Managing Partner                                      | 06/07/2013 |
| __Signature of Reporting Person                                                                                                                                                                                   | Date       |
| /s/ John G. Calvert Chief Operating Officer and Managing Partner                                                                                                                                                  | 06/10/2013 |
| __Signature of Reporting Person                                                                                                                                                                                   | Date       |
| NGP MR, L.P. By: NGP MR GP, LLC, its general partner /s/ John T. Raymond Chief Executive Officer and Managing Partner                                                                                             | 06/07/2013 |
| __Signature of Reporting Person                                                                                                                                                                                   | Date       |
| /s/ John G. Calvert Chief Operating Officer and Managing Partner                                                                                                                                                  | 06/10/2013 |
| __Signature of Reporting Person                                                                                                                                                                                   | Date       |
| NGP MR GP, LLC /s/ John T. Raymond Chief Executive Officer and Managing Partner                                                                                                                                   | 06/07/2013 |
| __Signature of Reporting Person                                                                                                                                                                                   | Date       |
| /s/ John G. Calvert Chief Operating Officer and Managing Partner                                                                                                                                                  | 06/10/2013 |
| __Signature of Reporting Person                                                                                                                                                                                   | Date       |
| /s/ John T. Raymond                                                                                                                                                                                               | 06/07/2013 |
| __Signature of Reporting Person                                                                                                                                                                                   | Date       |
| /s/ John G. Calvert                                                                                                                                                                                               | 06/10/2013 |
| __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).

### Remarks:

This Form 4 is being filed jointly by EMG NGL HC, LLC ("EMG NGL HC"), NGP Midstream & Resources, L.P. ("EMG Fur

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.