

NGL Energy Partners LP  
Form SC 13D/A  
July 08, 2013

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

**SCHEDULE 13D**

**(Rule 13d-101)**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)**

**NGL Energy Partners, LP**

(Name of Issuer)

**Common units representing limited partnership interests**

(Title of Class of Securities)

**62913M107**

(CUSIP Number)

**Patrick Wade**

**c/o the Energy & Minerals Group, 811 Main Street, Suite 4200, Houston, Texas 77002**

**Telephone: (972) 432-1800**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**June 6, 2013**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 62913M107

1	Names of Reporting Persons EMG NGL HC, LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input type="radio"/>
	(b)	<input checked="" type="radio"/>
3	SEC Use Only	
4	Source of Funds (See Instructions) OO (See Item 3)	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization Delaware	
	7	Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With:	8	Shared Voting Power 2,696,634 common units
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 2,696,634 common units
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,696,634 common units	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>	
13	Percent of Class Represented by Amount in Row 11 5.5% (see Note 1)	
14	Type of Reporting Person (See Instructions) OO (Limited Liability Company)	

Note 1: Based on 49,147,164 Common Units issued and outstanding as of June 7, 2013 as reported on the Issuer's Annual Report on Form 10-K for the year ended December 31, 2012. Outstanding units do not include 5,919,346 subordinated units, of which the reporting person owns none.

# Edgar Filing: NGL Energy Partners LP - Form SC 13D/A

CUSIP No. 62913M107

1	Names of Reporting Persons NGP Midstream & Resources, L.P.	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds (See Instructions) OO (See Item 3)	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)    o	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0
	8	Shared Voting Power 2,696,634 common units (see Note 1)
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 2,696,634 common units (see Note 1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,696,634 common units (see Note 1)	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)    o	
13	Percent of Class Represented by Amount in Row 11 5.5% (see Note 2)	
14	Type of Reporting Person (See Instructions) PN	

Note 1: Solely in its capacity as a member holding a majority interest in EMG NGL HC, LLC. Beneficial ownership of the Common Units referred to herein is being reported hereunder solely because the reporting person may be deemed to beneficially own such securities as a result of its status as a member holding a majority interest in EMG NGL HC, LLC. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. See Items 4 and 5.

Note 2: Based on 49,147,164 Common Units issued and outstanding as of June 7, 2013 as reported on the Issuer's Annual Report on Form 10-K for the year ended December 31, 2012. Outstanding units do not include 5,919,346 subordinated units, of which the reporting person owns none.



# Edgar Filing: NGL Energy Partners LP - Form SC 13D/A

CUSIP No. 62913M107

1	Names of Reporting Persons NGP MR, LP	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds (See Instructions) OO (See Item 3)	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)    o	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0
	8	Shared Voting Power 2,696,634 common units (see Note 1)
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 2,696,634 common units (see Note 1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,696,634 common units (see Note 1)	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)    o	
13	Percent of Class Represented by Amount in Row 11 5.5% (see Note 2)	
14	Type of Reporting Person (See Instructions) PN; IA	

Note 1: Solely in its capacity as the general partner of NGP Midstream & Resources, L.P, a member holding a majority interest in EMG NGL HC, LLC. Beneficial ownership of the Common Units referred to herein is being reported hereunder solely because the reporting person may be deemed to beneficially own such securities as a result its status as the general partner of NGP Midstream & Resources, L.P., a member holding a majority interest in EMG NGL HC, LLC. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. See Items 4 and 5.

Note 2: Based on 49,147,164 Common Units issued and outstanding as of June 7, 2013 as reported on the Issuer's Annual Report on Form 10-K for the year ended December 31, 2012. Outstanding units do not include 5,919,346 subordinated units, of which the reporting person owns none.



# Edgar Filing: NGL Energy Partners LP - Form SC 13D/A

CUSIP No. 62913M107

1	Names of Reporting Persons NGP MR GP, LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input type="radio"/>
	(b)	<input checked="" type="radio"/>
3	SEC Use Only	
4	Source of Funds (See Instructions) OO (See Item 3)	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization Delaware	
	7	Sole Voting Power 0
	8	Shared Voting Power 2,696,634 common units (see Note 1)
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 2,696,634 common units (see Note 1)
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12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>	
13	Percent of Class Represented by Amount in Row 11 5.5% (see Note 2)	
14	Type of Reporting Person (See Instructions) OO (Limited Liability Company); IA	

Note 1: Solely in its capacity as the general partner of NGP MR, LP, the general partner of NGP Midstream & Resources, LLC, a member holding a majority interest in EMG NGL HC, LLC. Beneficial ownership of the Common Units referred to herein is being reported hereunder solely because the reporting person may be deemed to beneficially own such securities as a result of the LLC Agreement described in Item 5 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. See Items 5 and 5.

Note 2: Based on 49,147,164 Common Units issued and outstanding as of June 7, 2013 as reported on the Issuer's Annual Report on Form 10-K for the year ended December 31, 2012. Outstanding units do not include 5,919,346 subordinated units, of which the reporting person owns none.





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1	Names of Reporting Persons John T. Raymond	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input type="radio"/>
	(b)	<input checked="" type="radio"/>
3	SEC Use Only	
4	Source of Funds (See Instructions) OO (See Item 3)	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization United States of America	
	7	Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With:	8	Shared Voting Power 2,696,634 common units (see Note 1)
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 2,696,634 common units (see Note 1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,696,634 common units (see Note 1)	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>	
13	Percent of Class Represented by Amount in Row 11 5.5% (see Note 2)	
14	Type of Reporting Person (See Instructions) IN	

Note 1: Solely in his capacity as the Chief Executive Officer and Managing Partner of NGP MR GP, LLC, the general partner of NGP MR, LP, the general partner of NGP Midstream & Resources, LLC, a member holding a majority interest in EMG NGL HC, LLC. Beneficial ownership of the Common Units referred to herein is being reported hereunder solely because the reporting person may be deemed to beneficially own such securities as a result of the LLC Agreement described in Item 5 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. See Items 4 and 5.

Note 2: Based on 49,147,164 Common Units issued and outstanding as of June 7, 2013 as reported on the Issuer's Annual Report on Form 10-K for the year ended December 31, 2012. Outstanding units do not include 5,919,346 subordinated units, of which the reporting person owns none.



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1	Names of Reporting Persons John G. Calvert	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input type="radio"/>
	(b)	<input checked="" type="radio"/>
3	SEC Use Only	
4	Source of Funds (See Instructions) OO (See Item 3)	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization United States of America	
	7	Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With:	8	Shared Voting Power 2,696,634 common units (see Note 1)
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 2,696,634 common units (see Note 1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,696,634 common units (see Note 1)	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>	
13	Percent of Class Represented by Amount in Row 11 5.5% (see Note 2)	
14	Type of Reporting Person (See Instructions) IN	

Note 1: Solely in his capacity as the Chief Operating Officer and Managing Partner of NGP MR GP, LLC, the general partner of NGP MR, LP, the general partner of NGP Midstream & Resources, LLC, a member holding a majority interest in EMG NGL HC, LLC. Beneficial ownership of the Common Units referred to herein is being reported hereunder solely because the reporting person may be deemed to beneficially own such securities as a result of the LLC Agreement described in Item 5 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. See Items 4 and 5.

Note 2: Based on 49,147,164 Common Units issued and outstanding as of June 7, 2013 as reported on the Issuer's Annual Report on Form 10-K for the year ended December 31, 2012. Outstanding units do not include 5,919,346 subordinated units, of which the reporting person owns none.



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This Amendment No. 1 to Schedule 13D is filed by the Reporting Persons as an amendment to the Schedule 13D filed with the Securities and Exchange Commission on May 17, 2013 (as amended, this Schedule 13D ). This Amendment No. 1 relates to common units representing limited partner interests ( NGL Common Units ) in NGL Energy Partners, L.P., a Delaware limited partnership (the Issuer ). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the original Schedule 13D. Only those items of the Schedule 13D that are being amended hereby are included herein, and each such amended item that is included in this Amendment No. 1 is restated in its entirety as amended hereby.

### Item 4. Purpose of Transaction.

Item 4 is hereby amended and restated in its entirety as follows:

(a) On June 19, 2012, the Issuer completed mergers with High Sierra and High Sierra Energy GP, LLC ( High Sierra GP ) pursuant to, respectively, (i) an Agreement and Plan of Merger, dated as of May 18, 2012 and attached hereto as Exhibit 1 (the Merger Agreement ), by and among the Issuer, NGL Energy Holdings LLC, the general partner of the Issuer ( NGL GP ), HSELP LLC, a direct, wholly-owned subsidiary of the Issuer ( HSELP ), High Sierra and High Sierra GP and (ii) an Agreement and Plan of Merger, dated as of May 18, 2012 and attached hereto as Exhibit 2 (the GP Merger Agreement ), by and among NGL GP, High Sierra GP and HSEGP LLC, a direct, wholly-owned subsidiary of NGL GP. The Merger Agreement and GP Merger Agreement provided for, respectively, (i) the acquisition of High Sierra by the Issuer, whereby HSELP merged with and into High Sierra with High Sierra as the surviving entity and (ii) the acquisition of High Sierra GP by NGL GP, whereby HSEGP merged with and into High Sierra GP with High Sierra GP as the surviving entity (collectively, the Merger ).

In connection with the Merger, the Issuer paid aggregate consideration of \$693 million, including \$153 million in cash, assumed indebtedness of \$95 million and \$445 million in equity. Pursuant to the Merger Agreement, each common unit representing limited partner interests in High Sierra (the High Sierra Units ) was converted into the right to receive cash and NGL Common Units, based on a value of \$21.50 per NGL Common Unit. As such, EMG NGL HC received 5,696,634 NGL Common Units in exchange for its High Sierra Units. Additionally, the Issuer's membership interest in HSELP was converted into a 99% limited partner interest in High Sierra, as the surviving entity.

On June 6, 2013, EMG NGL HC sold 2,000,000 NGL Common Units at a price of \$27.30 per NGL Common Unit pursuant to a Unit Purchase Agreement dated June 3, 2013 (the June 3 Unit Purchase Agreement ).

On June 21, 2013, EMG NGL HC sold 1,000,000 NGL Common Units at a price of \$28.13 per NGL Common Unit pursuant to a Unit Purchase Agreement dated June 21, 2013 (the June 21 Unit Purchase Agreement ).

(b) See (a) above.

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(c) Not applicable.

(d) Pursuant to Section 5.13 of the GP Merger Agreement, Patrick Wade was appointed by EMG NGL HC to the Board of Directors of NGL GP. NGL GP controls the Issuer through its directors. Other than the appointment of Mr. Wade in connection with the Merger, none of the Reporting Persons has any plan or proposal of the type referred to in clause (d) of Item 4 of Schedule 13D.

(e) Not applicable.

(f) &#