

LARSON RANDALL J  
Form 4  
January 10, 2019

**FORM 4**

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

OMB APPROVAL

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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 \*  
LARSON RANDALL J

2. Issuer Name and Ticker or Trading Symbol  
VALERO ENERGY PARTNERS LP [VLP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
ONE VALERO WAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/10/2019

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

SAN ANTONIO, TX 78249

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

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units representing limited partner interests	01/10/2019		J(1)(2)		29,168	D	\$ 42.25
					(1) (2)		(1) (2)
					0		(1) (2) (3)

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

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SEC 1474 (9-02)

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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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LARSON RANDALL J ONE VALERO WAY SAN ANTONIO, TX 78249		X		

## Signatures

/s/ Ethan A. Jones, as Attorney-in-Fact for Randall J. Larson 01/10/2019

\_\_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).
- Pursuant to the Agreement and Plan of Merger dated as of October 18, 2018 (the "Merger Agreement"), by and among Valero Energy Corporation ("VLO"), Forest Merger Sub, LLC ("Merger Sub"), Valero Energy Partners LP (the "Issuer") and Valero Energy Partners GP LLC, the Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer surviving the Merger and continuing to exist as a
- (1) Delaware limited partnership. At the effective time of the Merger (the "Effective Time"), each common unit representing a limited partner interest in the Issuer (the "Common Units"), other than Common Units owned by VLO and its subsidiaries, was converted into the right to receive \$42.25 per Common Unit in cash without any interest thereon (the "Merger Consideration") and all such Common Units were automatically cancelled and ceased to exist.
- (Continued from Footnote 1) Under the terms of the Merger Agreement, immediately prior to the Effective Time, the restricted units ("Restricted Units") granted under the Valero Energy Partners LP 2013 Incentive Compensation Plan that were outstanding immediately
- (2) prior to the Effective Time received immediate and full acceleration of vesting and the distribution equivalent rights associated with such Restricted Units were cancelled and ceased to exist. At the Effective Time, each vested Restricted Unit became entitled to receive the Merger Consideration.
  - (3) Following the Effective Time of the Merger, the Reporting Person no longer owns, directly or indirectly, any Common Units.

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.