

KRIMBILL H MICHAEL
Form 4
September 11, 2017

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 *
KRIMBILL H MICHAEL

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)
6120 S. YALE AVENUE, SUITE 805

3. Date of Earliest Transaction (Month/Day/Year)
09/11/2017

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

Chief Executive Officer

(Street)
TULSA, OK 74136

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	09/11/2017		P		\$ 8.8635 (1) 210,000	I	SEE FTN (2)
Common Units	09/11/2017		P		\$ 8.8635 (1) 814,417	D	
Common Units					904,848	I	SEE FTN (3)
Common Units					363,555	I	SEE FTN (4)

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- These units are owned directly by Krim2010, LLC, which is owned by Krimbill Enterprises LP, the Reporting Person and James E. Krimbill. The Reporting Person exercises the sole voting and disposition power for Krimbill Enterprises LP. The Reporting Person
- (3) 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 the reported securities for purposes of Section 16 or any other purpose.

- These units are owned directly by KrimGP2010, LLC, which is solely owned by H. Michael Krimbill. The Reporting Person disclaims
- (4) 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 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.

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