

NGL Energy Partners LP
Form 4
June 10, 2013

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 *
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 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units representing limited partner interests | 06/06/2013 | | S | 2,000,000 | D \$ 27.3 3,696,634 | D | |

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

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number.

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 Beneficially Owned (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 |
| EMG NGL HC LLC C/O THE ENERGY & MINERALS GROUP 811 MAIN ST., SUITE 4200 HOUSTON, TX 77002 | | X | | |
| NGP Midstream & Resources, L.P. C/O THE ENERGY & MINERALS GROUP 811 MAIN ST., SUITE 4200 HOUSTON, TX 77002 | | X | | |
| NGP MR, L.P. C/O THE ENERGY & MINERALS GROUP 811 MAIN ST., SUITE 4200 HOUSTON, TX 77002 | | X | | |
| NGP MR GP, LLC C/O THE ENERGY & MINERALS GROUP 811 MAIN ST., SUITE 4200 HOUSTON, TX 77002 | | X | | |
| RAYMOND JOHN T C/O THE ENERGY & MINERALS GROUP 811 MAIN ST., SUITE 4200 HOUSTON, TX 77002 | | X | | |
| Calvert John G. C/O THE ENERGY & MINERALS GROUP 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 Fu

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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