

Delek US Holdings, Inc.  
Form 4  
May 20, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Delek Hungary Holding LTD  
Liability CO

(Last) (First) (Middle)

7, GIBOREI ISRAEL STREET,  
P.O.B. 8464, INDUSTRIAL ZONE  
SOUTH

(Street)

NETANYA, L3 42504

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Delek US Holdings, Inc. [DK]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/20/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |  |
| Common Stock                    | 05/20/2014                           |  | S                              |   | 10,580,000<br>(1)   | \$<br>29.1<br>(2)  | D (3)                                      |
|                                 |                                      |  |                                |   | 4,456,432   |  | (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)

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

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| 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 Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Delek Hungary Holding LTD Liability CO<br>7, GIBOREI ISRAEL STREET, P.O.B. 8464<br>INDUSTRIAL ZONE SOUTH<br>NETANYA, L3 42504 |               | X         |         |       |
| Delek Petroleum, Ltd.<br>7, GIBOREI ISRAEL STREET, P.O.B. 8464<br>INDUSTRIAL ZONE SOUTH<br>NETANYA, L3 42504                  |               | X         |         |       |
| Delek Group, Ltd.<br>7, GIBOREI ISRAEL STREET, P.O.B. 8464<br>INDUSTRIAL ZONE SOUTH<br>NETANYA, L3 42504                      |               | X         |         |       |
| Sharon Itshak<br>7, GIBOREI ISRAEL STREET<br>P.O.B. 8464, INDUSTRIAL ZONE SOUTH<br>NETANYA, L3 42504                          |               | X         |         |       |

## Signatures

/s/ Leora Pratt Levin, 05/20/2014  
Attorney-In-Fact

\*\*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).
- (1) This Form 4 is filed jointly by Delek Hungary Holding Limited Liability Company ("Delek Hungary"), Delek Petroleum, Ltd. ("Delek Petroleum"), Delek Group, Ltd. ("Delek Group") and Itshak Sharon. On May 20, 2014, Delek Hungary sold 10,580,000 shares of Common Stock of Delek US Holdings, Inc. ("Delek US") in an underwritten secondary offering (the "Offering"). Delek Petroleum, Delek

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Group and Mr. Sharon disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.

- (2) The price represents the public offering price of \$30.00 per share less the underwriters' discount of \$0.90 per share.

- (3) Represents shares directly owned by Delek Hungary. Delek Hungary is a subsidiary of Delek Petroleum and Delek Group. Mr. Sharon has voting and investment control over Delek Group, the parent company of Delek Petroleum and Delek Hungary, through corporations that he controls. Delek Petroleum, Delek Group and Mr. Sharon disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.

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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