

GLOBAL PARTNERS LP
Form 4
March 31, 2015

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 *
Slifka Richard

(Last) (First) (Middle)

C/O GLOBAL PARTNERS LP, 800
SOUTH STREET, SUITE 500

(Street)

WALTHAM, MA 02453

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GLOBAL PARTNERS LP [GLP]

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

03/27/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 | 03/27/2015 | | I | 361,895 ⁽¹⁾ | \$ 35.75 ⁽²⁾ 613,105 | D | |
| Common units representing limited partner interests | 03/23/2015 | | I | 5,850,000 ⁽³⁾ | \$ 0 ⁽³⁾ 0 ⁽³⁾ | I | See Note ⁽³⁾ |

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

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(9-02)

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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Slifka Richard C/O GLOBAL PARTNERS LP 800 SOUTH STREET, SUITE 500 WALTHAM, MA 02453 | X | X | | |

Signatures

Edward J. Faneuil, Attorney-in-Fact for Richard Slifka
Date: 03/31/2015

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).

- Represents the number of common units representing limited partner interests ("Common Units") sold pursuant to an underwriting agreement ("Underwriting Agreement") dated March 23, 2015, entered into by the Issuer, Global Operating LLC, a Delaware limited liability company and subsidiary of the Issuer, Global GP LLC, a Delaware limited liability company and the general partner of the
- (1) Issuer, certain selling unitholders (including the Reporting Person) named therein and Barclays Capital Inc. On March 23, 2015, all Common Units owned by AE Holdings Corp., a Massachusetts corporation ("AEHC") were distributed to its stockholders as part of a plan of liquidation and dissolution of AEHC dated March 23, 2015 ("Plan of Liquidation"). According to the Plan of Liquidation, Mr. Richard Slifka received 975,000 Common Units.
 - (2) Represents the net price received by the Reporting Person of each Common Unit sold pursuant to the Underwriting Agreement.

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Prior to March 23, 2015, Mr. Richard Slifka, Mr Eric Slifka and the Estate of Mr. Alfred Slifka shared voting and investment power with respect to the Common Units owned by AEHC and, therefore, were deemed to beneficially own the Common Units held by AEHC. On

- (3) March 23, 2015, when the Common Units then held by AEHC were distributed to AEHC's stockholders pursuant to the Plan of Liquidation, Mr. Richard Slifka, Eric Slifka and the Estate of Alfred Slifka ceased to exercise share voting and investment power over Common Units owned by AEHC.

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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