

NGL Energy Partners LP  
Form 8-K  
April 04, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **March 31, 2017**

**NGL ENERGY PARTNERS LP**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**001-35172**  
(Commission  
File Number)

**27-3427920**  
(I.R.S. Employer  
Identification No.)

**6120 South Yale Avenue**

**Suite 805**

**Tulsa, Oklahoma 74136**

(Address of principal executive offices) (Zip Code)

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(918) 481-1119

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement**

*Amended and Restated Note Purchase Agreement*

On March 31, 2017, NGL Energy Partners LP (the **Partnership**) entered into an Amended and Restated Note Purchase Agreement with the purchasers named therein (the **A&R Note Purchase Agreement**), effective as of December 31, 2016, in order to reflect the terms of the Amended and Restated Credit Agreement, dated as of February 14, 2017, by and among NGL Energy Operating LLC, as borrower and as borrowers agent, the Partnership, as parent, the subsidiary guarantors party thereto, Deutsche Bank Trust Company Americas, as administrative agent and collateral agent, Deutsche Bank AG, New York Branch, as technical agent, and the other financial institutions party thereto, as well as certain other definitional adjustments.

The above description of the material terms of the A&R Note Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the A&R Note Purchase Agreement, which is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated into this Item 1.01 by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
4.1	Amended and Restated Note Purchase Agreement, dated March 31, 2017 and effective as of December 31, 2016, by and among the Partnership and the purchasers named therein.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NGL ENERGY PARTNERS LP

By: NGL Energy Holdings LLC,  
*its general partner*

Date: April 4, 2017

By: /s/ Robert W. Karlovich III  
Robert W. Karlovich III  
Chief Financial Officer

**EXHIBIT INDEX**

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