

NGL Energy Partners LP
Form SC 13D
March 22, 2019

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No.)***

NGL Energy Partners LP

(Name of Issuer)

Common Units Representing Limited Partner Interests

(Title of Class of Securities)

62913M107

(CUSIP Number)

Todd E. Molz

Managing Director and General Counsel

Oaktree Capital Group Holdings GP, LLC

333 South Grand Avenue, 28th Floor

Los Angeles, California 90071

(213) 830-6300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 13, 2019

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 62913M107

13D

1	Names of Reporting Persons Highstar NGL Prism/IV-A Interco LLC	
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 5,995,491
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 5,995,491
11	Aggregate Amount Beneficially Owned by Each Reporting Person 5,995,491	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>	
13	Percent of Class Represented by Amount in Row (11) 4.6%	
14	Type of Reporting Person OO (Delaware limited liability company)	

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13D

1	Names of Reporting Persons Highstar NGL Main Interco LLC
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power 0
8	Shared Voting Power 4,167,787
9	Sole Dispositive Power 0
10	Shared Dispositive Power 4,167,787
11	Aggregate Amount Beneficially Owned by Each Reporting Person 4,167,787
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 3.3%
14	Type of Reporting Person OO (Delaware limited liability company)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 62913M107

13D

1	Names of Reporting Persons NGL CIV A, LLC
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power 0
8	Shared Voting Power 8,309,237
9	Sole Dispositive Power 0
10	Shared Dispositive Power 8,309,237
11	Aggregate Amount Beneficially Owned by Each Reporting Person 8,309,237
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 6.3%
14	Type of Reporting Person OO (Delaware limited liability company)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 62913M107

13D

1	Names of Reporting Persons NGL Prism/IV-A Blocker LLC
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power 0
8	Shared Voting Power 2,077,309
9	Sole Dispositive Power 0
10	Shared Dispositive Power 2,077,309
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,077,309
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 1.6%
14	Type of Reporting Person OO (Delaware limited liability company)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 62913M107

13D

- | | |
|----|--|
| 1 | Names of Reporting Persons
Highstar Capital NGL Co-Invest Manager LLC |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds (See Instructions)
OO |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Delaware |
| 7 | Sole Voting Power
0 |
| 8 | Shared Voting Power
8,309,237 |
| 9 | Sole Dispositive Power
0 |
| 10 | Shared Dispositive Power
8,309,237 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
8,309,237 |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
6.3% |
| 14 | Type of Reporting Person
OO (Delaware limited liability company) |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 62913M107

13D

1	Names of Reporting Persons Highstar Capital GP IV, L.P.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Cayman Islands
7	Sole Voting Power 0
8	Shared Voting Power 20,549,824
9	Sole Dispositive Power 0
10	Shared Dispositive Power 20,549,824
11	Aggregate Amount Beneficially Owned by Each Reporting Person 20,549,824
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 14.2%
14	Type of Reporting Person PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 62913M107

13D

1	Names of Reporting Persons Highstar Capital GP IV, LLC
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power 0
8	Shared Voting Power 20,549,824
9	Sole Dispositive Power 0
10	Shared Dispositive Power 20,549,824
11	Aggregate Amount Beneficially Owned by Each Reporting Person 20,549,824
12	

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With