

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 *
 SemStream, L.P.

2. Issuer Name and Ticker or Trading Symbol
 NGL Energy Partners LP [NGL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

TWO WARREN PLACE, 6120 S.
 YALE AVENUE, SUITE 700

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

06/06/2013

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TULSA, OK 74136-4216

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Units	06/06/2013		J ⁽¹⁾	V	9,133,409	D	\$ 0 0

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SemStream, L.P. TWO WARREN PLACE 6120 S. YALE AVENUE, SUITE 700 TULSA, OK 74136-4216		X		
SemOperating G.P., L.L.C. TWO WARREN PLACE 6120 S. YALE AVENUE, SUITE 700 TULSA, OK 74136-4216		X		
SemGroup Corp TWO WARREN PLACE 6120 SOUTH YALE AVENUE, SUITE 700 TULSA, OK 74136-4216		X		

Signatures

/s/ Robert N. Fitzgerald, Senior Vice President and CFO of SemGroup Corporation, sole member of SemOperating G.P., L.L.C., general partner of SemStream, L.P.	06/10/2013
__Signature of Reporting Person	Date
Robert N. Fitzgerald, Senior Vice President and CFO of SemGroup Corporation, sole member of SemOperating G.P., L.L.C.	06/10/2013
__Signature of Reporting Person	Date
Robert N. Fitzgerald, Senior Vice President and CFO of SemGroup Corporation	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).

(1)

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SemStream, L.P., an indirect wholly owned subsidiary of SemGroup Corporation, transferred these common units to SemGroup Corporation effective as of June 6, 2013, for no consideration. Accordingly, SemGroup Corporation is now the sole and direct owner of these 9,133,409 common units. The next Section 16 report filed by SemGroup Corporation relating to its ownership of common units in NGL Energy Partners LP will be filed individually and solely by SemGroup Corporation, and not as a joint filing with SemStream, L.P., or SemOperating G.P., L.L.C., as SemStream, L.P. and SemOperating G.P., L.L.C. no longer beneficially own any common units in NGL Energy Partners LP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.