

NGL Energy Partners LP  
Form 4  
August 17, 2015

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Osterman Vincent J

(Last) (First) (Middle)

ONE MEMORIAL SQUARE, PO  
BOX 67

(Street)

WHITINSVILLE, MA 01588

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

NGL Energy Partners LP [NGL]

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

08/14/2015

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)

President, Eastern Retail OP

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)
			Code	V	Amount	(A) or (D)	Price
Common Units	08/14/2015		P		10,000	A	\$ 27.1513 (1)

Common  
Units

122,016

I

BY:  
OSTERMAN  
FAMILY  
FOUNDATION  
(2)

Common  
Units

110,587

I

BY: AO  
ENERGY, INC.  
(2)

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Common Units	559,784	I	BY: MILFORD PROPANE INC. <u>(2)</u> <u>(3)</u>
Common Units	1,445,850	I	BY: OSTERMAN PROPANE INC. <u>(2)</u> <u>(4)</u>
Common Units	394,350	I	BY: E. OSTERMAN, INC. <u>(2)</u>
Common Units	301,700	I	BY: E. OSTERMAN GAS SERVICES, INC. <u>(2)</u> <u>(3)</u>
Common Units	669,300	I	BY: E. OSTERMAN PROPANE INC. <u>(2)</u>
Common Units	36,450	I	BY: PROPANE GAS, INC. THROUGH PROPANE GAS, LLC <u>(2)</u>
Common Units	214,600	I	BY: SAVEWAY PROPANE GAS SERVICES, INC. <u>(2)</u>

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)

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,	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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4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Osterman Vincent J ONE MEMORIAL SQUARE, PO BOX 67 WHITINSVILLE, MA 01588	X		President, Eastern Retail OP	

## Signatures

/s/ Vincent  
Osterman

08/17/2015

\*\*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).

The price is the weighted average price for the common units reported on this line. The range of prices from the transactions reported on  
(1) this line is between \$26.92 and \$27.37 per unit. Complete information regarding the number of common units purchased at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.

Vincent J. Osterman may be deemed to have shared voting or investment power over these securities. Mr. Osterman disclaims beneficial  
(2) ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or any other purpose.

(3) Mr. Osterman holds no equity interest in this entity.

These securities are held directly by Osterman Propane, Inc. Osterman Propane, Inc. disclaims beneficial ownership of these securities  
(4) except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or any other purpose.

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.