

RAYMOND JOHN T
Form 3
May 07, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â EMG NGL HC LLC

(Last) (First) (Middle)

2000 MCKINNEY
AVENUE,Â SUITE 1250

(Street)

DALLAS,Â TXÂ 75201

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/19/2012

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Units representing limited partner
interests

5,696,634 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMG NGL HC LLC 2000 MCKINNEY AVENUE SUITE 1250 DALLAS, TX 75201	^	^ X	^	^
NGP Midstream & Resources, L.P. 2000 MCKINNEY AVENUE, SUITE 1250 DALLAS, TX 75201	^	^ X	^	^
NGP MR, L.P. 2000 MCKINNEY AVENUE, SUITE 1250 DALLAS, TX 75201	^	^ X	^	^
NGP MR Management, LLC 2000 MCKINNEY AVENUE, SUITE 1250 DALLAS, TX 75201	^	^ X	^	^
RAYMOND JOHN T THE ENERGY & MINERALS GROUP 811 MAIN STREET, SUITE 4200 HOUSTON, TX 77002	^	^ X	^	^
Calvert John G. 2000 MCKINNEY AVENUE, SUITE 1250 DALLAS, TX 75201	^	^ X	^	^

Signatures

EMG NGL HC, LLC By: NGP Midstream & Resources, L.P., its Member By: NGP MR, L.P., its general partner /s/ John T. Raymond Chief Executive Officer and Managing Partner	05/06/2013
**Signature of Reporting Person	Date
EMG NGL HC, LLC By: NGP Midstream & Resources, L.P., its Member By: NGP MR, L.P., its general partner /s/ John G. Calvert Chief Operating Officer and Managing Partner	05/06/2013
**Signature of Reporting Person	Date
NGP Midstream & Resources, L.P. By: NGP MR, L.P., its general partner /s/ John T. Raymond Chief Executive Officer and Managing Partner	05/06/2013
**Signature of Reporting Person	Date
NGP Midstream & Resources, L.P. By: NGP MR, L.P., its general partner /s/ John G. Calvert Chief Operating Officer and Managing Partner	05/06/2013
**Signature of Reporting Person	Date
	05/06/2013

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NGP MR, L.P. By: NGP MR GP, LLC, its general partner /s/ John T. Raymond Chief Executive Officer and Managing Partner

__Signature of Reporting Person

Date

NGP MR, L.P. By: NGP MR GP, LLC, its general partner /s/ John G. Calvert Chief Operating Officer and Managing Partner

05/06/2013

__Signature of Reporting Person

Date

NGP MR Management, LLC /s/ John T. Raymond Chief Executive Officer and Managing Partner

05/06/2013

__Signature of Reporting Person

Date

NGP MR Management, LLC /s/ John G. Calvert Chief Operating Officer and Managing Partner

05/06/2013

__Signature of Reporting Person

Date

/s/ John T. Raymond

05/06/2013

__Signature of Reporting Person

Date

/s/ John G. Calvert

05/06/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) EMG NGL HC acquired these securities on June 19, 2012 as partial merger consideration in exchange for units of High Sierra Energy, LP, based on a value of \$21.50 per common unit of NGL Energy Partners, LP and on the other terms and conditions set forth in the Agreement and Plan of Merger, dated May 18, 2012, by and among NGL Energy Partners, LP, HSELP LLC, High Sierra Energy, LP and High Sierra Energy GP, LLC.

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Remarks:

ThisÂ FormÂ 3Â isÂ beingÂ filedÂ jointlyÂ byÂ EMGÂ NGLÂ HC,Â LLCÂ ("EMGÂ NGLÂ HC"),Â NGPÂ MidstreamÂ

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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