

NGL Energy Partners LP
Form SC 13D
May 17, 2013

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

SCHEDULE 13D
(Rule 13d-101)

Under the Securities Exchange Act of 1934

NGL Energy Partners, LP

(Name of Issuer)

Common units representing limited partnership interests

(Title of Class of Securities)

62913M107

(CUSIP Number)

Patrick Wade

c/o the Energy & Minerals Group, 811 Main Street, Suite 4200, Houston, Texas 77002

Telephone: (972) 432-1800

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

June 19, 2012

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 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

- | | |
|----|--|
| 1 | Names of Reporting Persons
EMG NGL HC, LLC |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds (See Instructions)
OO (See Item 3) |
| 5 | Check Box 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
5,696,634 common units |
| 9 | Sole Dispositive Power
0 |
| 10 | Shared Dispositive Power
5,696,634 common units |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
5,696,634 common units |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row 11
11.59% (see Note 1) |
| 14 | Type of Reporting Person (See Instructions)
OO (Limited Liability Company) |

Note 1: Based on 49,136,700 Common Units issued and outstanding as of February 7, 2013 as reported on the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2012. Outstanding units do not include 5,919,346 subordinated units, of which the reporting person owns none.

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1	Names of Reporting Persons NGP Midstream & Resources, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO (See Item 3)
5	Check Box 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 5,696,634 common units (see Note 1)
9	Sole Dispositive Power 0
10	Shared Dispositive Power 5,696,634 common units (see Note 1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 5,696,634 common units (see Note 1)
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row 11 11.59% (see Note 2)
14	Type of Reporting Person (See Instructions) PN

Note 1: Solely in its capacity as a member holding a majority interest in EMG NGL HC, LLC. Beneficial ownership of the Common Units referred to herein is being reported hereunder solely because the reporting person may be deemed to beneficially own such securities as a result of its status as a member holding a majority interest in EMG NGL HC, LLC. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. See Items 4 and 5.

Note 2: Based on 49,136,700 Common Units issued and outstanding as of February 7, 2013 as reported on the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2012. Outstanding units do not include 5,919,346 subordinated units, of which the reporting person owns none.

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1	Names of Reporting Persons NGP MR, LP	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds (See Instructions) OO (See Item 3)	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization Delaware	
7	Sole Voting Power	0
8	Shared Voting Power	5,696,634 common units (see Note 1)
9	Sole Dispositive Power	0
10	Shared Dispositive Power	5,696,634 common units (see Note 1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person	5,696,634 common units (see Note 1)
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row 11	11.59% (see Note 2)
14	Type of Reporting Person (See Instructions)	PN; IA

Note 1: Solely in its capacity as the general partner of NGP Midstream & Resources, L.P, a member holding a majority interest in EMG NGL HC, LLC. Beneficial ownership of the Common Units referred to herein is being reported hereunder solely because the reporting person may be deemed to beneficially own such securities as a result its status as the general partner of NGP Midstream & Resources, L.P., a member holding a majority interest in EMG NGL HC, LLC. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. See Items 4 and 5.

Note 2: Based on 49,136,700 Common Units issued and outstanding as of February 7, 2013 as reported on the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2012. Outstanding units do not include 5,919,346 subordinated units, of which the reporting person owns none.

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- | | | |
|----|---|-------------------------------------|
| 1 | Names of Reporting Persons
NGP MR GP, LLC | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | o |
| | (b) | x |
| 3 | SEC Use Only | |
| 4 | Source of Funds (See Instructions)
OO (See Item 3) | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization
Delaware | |
| 7 | Sole Voting Power | 0 |
| 8 | Shared Voting Power | 5,696,634 common units (see Note 1) |
| 9 | Sole Dispositive Power | 0 |
| 10 | Shared Dispositive Power | 5,696,634 common units (see Note 1) |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
5,696,634 common units (see Note 1) | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | o |
| 13 | Percent of Class Represented by Amount in Row 11
11.59% (see Note 2) | |
| 14 | Type of Reporting Person (See Instructions)
OO (Limited Liability Company); IA | |

Note 1: Solely in its capacity as the general partner of NGP MR, LP, the general partner of NGP Midstream & Resources, LLC, a member holding a majority interest in EMG NGL HC, LLC. Beneficial ownership of the Common Units referred to herein is being reported hereunder solely because the reporting person may be deemed to beneficially own such securities as a result of the LLC Agreement described in Item 5 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. See Items 5 and 5.

Note 2: Based on 49,136,700 Common Units issued and outstanding as of February 7, 2013 as reported on the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2012. Outstanding units do not include 5,919,346 subordinated units, of which the reporting person owns none.

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1	Names of Reporting Persons John T. Raymond	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds (See Instructions) OO (See Item 3)	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization United States of America	
	7	Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With:	8	Shared Voting Power 5,696,634 common units (see Note 1)
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 5,696,634 common units (see Note 1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 5,696,634 common units (see Note 1)	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row 11 11.59% (see Note 2)	
14	Type of Reporting Person (See Instructions) IN	

Note 1: Solely in his capacity as the Chief Executive Officer and Managing Partner of NGP MR GP, LLC, the general partner of NGP MR, LP, the general partner of NGP Midstream & Resources, LLC, a member holding a majority interest in EMG NGL HC, LLC. Beneficial ownership of the Common Units referred to herein is being reported hereunder solely because the reporting person may be deemed to beneficially own such securities as a result of the LLC Agreement described in Item 5 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. See Items 4 and 5.

Note 2: Based on 49,136,700 Common Units issued and outstanding as of February 7, 2013 as reported on the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2012. Outstanding units do not include 5,919,346 subordinated units, of which the reporting person owns none.

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1	Names of Reporting Persons	John G. Calvert
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds (See Instructions)	
	OO (See Item 3)	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization	United States of America
	7	Sole Voting Power
		0
Number of Shares Beneficially Owned by Each Reporting Person With:	8	Shared Voting Power
		5,696,634 common units (see Note 1)
	9	Sole Dispositive Power
		0
	10	Shared Dispositive Power
		5,696,634 common units (see Note 1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person	5,696,634 common units (see Note 1)
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row 11	11.59% (see Note 2)
14	Type of Reporting Person (See Instructions)	IN

Note 1: Solely in his capacity as the Chief Operating Officer and Managing Partner of NGP MR GP, LLC, the general partner of NGP MR, LP, the general partner of NGP Midstream & Resources, LLC, a member holding a majority interest in EMG NGL HC, LLC. Beneficial ownership of the Common Units referred to herein is being reported hereunder solely because the reporting person may be deemed to beneficially own such securities as a result of the LLC Agreement described in Item 5 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. See Items 4 and 5.

Note 2: Based on 49,136,700 Common Units issued and outstanding as of February 7, 2013 as reported on the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2012. Outstanding units do not include 5,919,346 subordinated units, of which the reporting person owns none.

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Item 1. Security and Issuer.

The class of equity securities to which this statement relates is the Common Units representing limited partnership interests (NGL Common Units) in NGL Energy Partners, L.P., a Delaware limited partnership (the Issuer). The principal executive office of the Issuer is located at 6120 South Yale Avenue, Suite 805, Tulsa, Oklahoma 74136.

Item 2. Identity and Background.

(a) This Schedule 13D is being jointly filed, pursuant to a Joint Filing Agreement attached hereto as Exhibit 1, by the following persons (collectively, the Reporting Persons):

- (i) EMG NGL HC, LLC, a Delaware limited liability company (EMG NGL HC);
- (ii) NGP Midstream & Resources, L.P., a Delaware limited partnership (EMG Fund I);
- (iii) NGP MR, LP, a Delaware limited partnership (EMG Fund I GP);
- (iv) NGP MR GP, LLC, a Delaware limited liability company (Ultimate GP);
- (v) John T. Raymond; and
- (vi) John G. Calvert.

The Reporting Persons have entered into a Joint Filing Agreement, dated the date hereof, which is filed with this schedule as Exhibit 1 and incorporated into this Item 2 by reference, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act. Information with respect to each Reporting Person is given solely by such Reporting Person, and no Reporting Person assumes responsibility for the accuracy or completeness of the information furnished by another Reporting Person. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this schedule. Pursuant to Rule 13d-4 of the Act, the Reporting Persons expressly declare that the filing of this statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Act or otherwise, the beneficial owner of any securities covered by this schedule held by any other person and such beneficial ownership is expressly disclaimed.

Certain information required by this Item 2 concerning the officers and managers of the Reporting Persons is set forth on Schedule A, attached hereto, which is incorporated into this Item 2 by reference.