

GENESIS ENERGY LP

Form 3

January 19, 2017

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**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 SIMS RYAN S

(Last) (First) (Middle)

919 MILAM ST., SUITE 2100

(Street)

HOUSTON,Â TXÂ 77002

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/11/2017

3. Issuer Name **and** Ticker or Trading Symbol
GENESIS ENERGY LP [GEL]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

Vice President

5. 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**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)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)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Phantom Units	04/12/2019	04/12/2019	Common Units - Class A	3,965 ⁽¹⁾ <u>(2)</u>	\$ <u>(3)</u> <u>(4)</u>	D	Â
Phantom Units	04/14/2018	04/14/2018	Common Units - Class A	2,351 ⁽⁵⁾ <u>(6)</u>	\$ <u>(3)</u> <u>(4)</u>	D	Â
Phantom Units	04/08/2017	04/08/2017	Common Units - Class A	1,389 ⁽⁷⁾ <u>(8)</u>	\$ <u>(3)</u> <u>(4)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMS RYAN S 919 MILAM ST., SUITE 2100 HOUSTON, TX 77002	Â	Â	Â Vice President	Â

Signatures

Ryan S. Sims 01/19/2017

 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) The reporting person was granted an award of 3,965 phantom units on April 12, 2016. 2,379 phantom units (the "2016 performance phantom units") will vest as follows: (a) if the quarterly distribution on the common units is less than \$0.74 per unit for the fourth quarter of 2018 (which would be paid in the first quarter of 2019), all of the 2016 performance phantom units granted will be forfeited; (b) if the quarterly distribution on the common units for the fourth quarter of 2018 is \$0.74 per unit, 50% of the 2016 performance phantom units granted will vest and the remainder will be forfeited; (c) if the distribution on the common units for the fourth quarter of 2018 is \$0.79 per unit, 100% of the 2016 performance phantom units granted will vest; and

(2) (continuation from FN1)(d) if the distribution on the common units for the fourth quarter of 2018 is \$0.85 per unit or greater, 150% of the 2016 performance phantom units granted will vest. Should the quarterly distribution on the common units for the fourth quarter of 2018 be between the range of \$0.74 per unit and \$0.85 per unit, the 2016 performance phantom units will vest between 50% and 150% of the number granted on a pro rata basis. The remaining 1,586 phantom units (the "2016 service phantom units") will vest fully on April 12, 2019, the third anniversary of the grant date, provided that the reporting person is still employed by the Issuer on such vesting date.

(3) The phantom units will be paid in cash based on the average closing price of the Common Units - Class A for the 20 trading days immediately prior to the vesting date.

(4) Award includes tandem distribution equivalent rights pursuant to which the quarterly distributions paid by the Issuer on each common unit will be (i) paid quarterly on the number of units corresponding to the number of service phantom units (as defined in Footnote 8 below) in the initial grant and (ii) accrued over the vesting period on the number of units corresponding to the number of performance phantom units (as defined in Footnote 7 below) and will be paid upon vesting.

(5) The reporting person was granted an award of 2,351 phantom units on April 14, 2015. 1,411 phantom units (the "2015 performance phantom units") will vest as follows: (a) if the quarterly distribution on the common units is less than \$0.67 per unit for the fourth quarter of 2017 (which would be paid in the first quarter of 2018), all of the 2015 performance phantom units granted will be forfeited; (b) if the quarterly distribution on the common units for the fourth quarter of 2017 is \$0.67 per unit, 50% of the 2015 performance phantom units granted will vest and the remainder will be forfeited; (c) if the distribution on the common units for the fourth quarter of 2017 is \$0.72 per unit, 100% of the 2015 performance phantom units granted will vest; and

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- (continuation from FN5)(d) if the distribution on the common units for the fourth quarter of 2017 is \$0.78 per unit or greater, 150% of the 2015 performance phantom units granted will vest. Should the quarterly distribution on the common units for the fourth quarter of 2017
- (6) be between the range of \$0.67 per unit and \$0.78 per unit, the 2015 performance phantom units will vest between 50% and 150% of the number granted on a pro rata basis. The remaining 940 phantom units (the "2015 service phantom units") will vest fully on April 14, 2018, the third anniversary of the grant date, provided that the reporting person is still employed by the Issuer on such vesting date.

- The reporting person was granted an award of 1,389 phantom units on April 8, 2014. 833 phantom units (the "2014 performance phantom units" and together with the 2015 performance phantom units and the 2016 performance phantom units, the "performance phantom units") will vest as follows: (a) if the quarterly distribution on the common units is less than \$0.60 per unit for the fourth quarter of 2016 (which
- (7) would be paid in the first quarter of 2017), all of the 2014 performance phantom units granted will be forfeited; (b) if the quarterly distribution on the common units for the fourth quarter of 2016 is \$0.60 per unit, 50% of the 2014 performance phantom units granted will vest and the remainder will be forfeited; (c) if the distribution on the common units for the fourth quarter of 2016 is \$0.65 per unit, 100% of the 2014 performance phantom units granted will vest; and

- (continuation of FN 7)(d) if the distribution on the common units for the fourth quarter of 2016 is \$0.70 per unit or greater, 150% of the 2014 performance phantom units granted will vest. Should the quarterly distribution on the common units for the fourth quarter of 2016
- (8) be between the range of \$0.60 per unit and \$0.70 per unit, the 2014 performance phantom units will vest between 50% and 150% of the number granted on a pro rata basis. The remaining 556 phantom units (the "2014 service phantom units" and together with the 2015 service phantom units and the 2016 service phantom units, the "service phantom units") will vest fully on April 8, 2017, the third anniversary of the grant date, provided that the reporting person is still employed by the Issuer on such vesting date.

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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