

NGL Energy Partners LP
Form 8-K
September 14, 2018

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): September 14, 2018

NGL ENERGY PARTNERS LP
(Exact name of registrant as specified in its charter)

Delaware	001-35172	27-3427920
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

6120 South Yale Avenue
Suite 805
Tulsa, Oklahoma 74136
(Address of principal executive offices) (Zip Code)

(918) 481-1119
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240-14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240-14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

A copy of the press release announcing the redemption of the 6.875% Senior Notes due 2021 (the “Notes”) by NGL Energy Partners LP (the “Company”) is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the press release is deemed to be “furnished” and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such press release be deemed incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, as amended.

Item 8.01 Other Events.

On September 14, 2018, the Company issued a press release announcing that it has called for redemption all \$367,048,000 aggregate principal amount of the outstanding Notes. The redemption date for the Notes is October 16, 2018. On such date, the registered holders of Notes will receive a redemption price of 101.719%, or \$1,017.19 per \$1,000, of the principal amount of the Notes, plus accrued and unpaid interest thereon to but not including the redemption date. The accrued and unpaid interest to be included in the redemption payment will be \$0.19 per \$1,000 of redeemed Notes. Separately, on October 15, 2018, the Company will pay interest on the Notes to persons who are registered holders of Notes at the close of business on October 1, 2018 (the record date for such interest payment).

The Company has instructed U.S. Bank National Association, as the trustee for the Notes, to distribute a notice of redemption to all registered holders of the Notes on September 14, 2018. Copies of such notice of redemption and additional information relating to the procedure for redemption of the Notes may be obtained from U.S. Bank National Association.

The information contained in this Current Report on Form 8-K shall not constitute a notice of redemption of the Notes. The redemption is being made solely pursuant to the Company’s formal notice of redemption dated September 14, 2018.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
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99.1	<u>Press Release dated September 14, 2018</u>
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NGL ENERGY PARTNERS LP

By: NGL Energy Holdings LLC,

its general partner

Date: September 14, 2018 By: /s/ Robert W. Karlovich III

Robert W. Karlovich III

Chief Financial Officer