

LION OIL CO

Form 4

November 07, 2012

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Delek US Holdings, Inc.

(Last) (First) (Middle)

7102 COMMERCE WAY

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

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

Delek Logistics Partners, LP [DKL]

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

11/07/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (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 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)
Common Units representing limited partner interests	11/07/2012		J ⁽¹⁾⁽²⁾	2,799,258	A \$ 21 2,799,258 ⁽¹⁾ ⁽²⁾	D ⁽³⁾	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Subordinated Units representing limited partner interests	\$ 0	11/07/2012		J ⁽¹⁾⁽²⁾		11,999,258		⁽⁴⁾	⁽⁴⁾	Common Units representing limited partner interest

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Delek US Holdings, Inc. 7102 COMMERCE WAY BRENTWOOD, TN 37027		X		
LION OIL CO 7102 COMMERCE WAY BRENTWOOD, TN 37027		X		
Delek Logistics GP, LLC 7102 COMMERCE WAY BRENTWOOD, TN 37027		X		
Delek Marketing & Supply, LLC 7102 COMMERCE WAY BRENTWOOD, TN 37027		X		

Signatures

/s/ Kent B. Thomas,
Attorney-In-Fact 11/07/2012

__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).
- (1) This Form 4 is being filed jointly by Delek US Holdings, Inc. ("Delek US"), Lion Oil Company ("Lion Oil"), Delek Marketing & Supply, LLC ("Delek Marketing") and Delek Logistics GP, LLC ("Delek GP" and, together with Delek US, Lion Oil and Delek Marketing, the "Reporting Persons"). In connection with the closing of the initial public offering of the Issuer, pursuant to that certain Contribution, Conveyance and Assumption Agreement, by and among the Reporting Persons, the Issuer and other parties

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thereto, dated November 7, 2012, Lion Oil and Delek Marketing contributed certain assets to the Issuer and (i) Lion Oil and Delek Marketing received 612,207 and 2,187,051 common units, respectively, and (ii) Lion Oil received 11,999,258 subordinated units.

- (2) In connection with the closing of the initial public offering of the Issuer, Delek GP owns approximately 489,766 general partner units, representing its 2.0% general partner interest in the Issuer, as well as its incentive distribution rights. Incentive distribution rights represent the right to receive an increasing percentage of quarterly distributions as set forth in the Issuer's Registration Statement on Form S-1 (File No. 333-182631) (the "Registration Statement").
- (3) Delek US directly owns 100% of the outstanding ownership interests of Lion Oil and Delek Marketing and 100% of the membership interests of Delek GP. Delek US may therefore be deemed to beneficially own securities of the Issuer owned directly by Lion Oil, Delek Marketing and Delek GP.
- (4) Each subordinated unit will convert into one common unit at the end of the subordination period described in the Registration Statement.

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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