

Delek US Holdings, Inc.  
Form SC 13G/A  
February 17, 2015

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

**(Amendment No. 2)**

Under the Securities Exchange Act of 1934

Delek US Holdings, Inc.

(Name of Issuer)

Common stock, \$0.01 par value

(Title of Class of Securities)

246647101

(CUSIP Number)

December 31, 2014

Edgar Filing: Delek US Holdings, Inc. - Form SC 13G/A

(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

<input type="checkbox"/>	Rule 13d-1(b)
<input checked="" type="checkbox"/>	Rule 13d-1(c)
<input type="checkbox"/>	Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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).

**CUSIP No.**  
**246647101**

**Names of  
Reporting  
Persons**

**I.R.S.  
Identification  
Nos. of above**

**1. persons  
(entities only)**

D. E. Shaw  
Kalon  
Portfolios,  
L.L.C.

27-1490745

**2. Check the  
Appropriate  
Box if a  
Member of a  
Group (See  
Instructions)**

(a) ..  
(b) ..

**3. SEC Use Only**

**Citizenship or  
Place of**

**4. Organization**

Delaware

**Number of 5. Sole Voting Power**

**Shares**

**Beneficially -0-**

**Owned by**

**Each**

**Reporting**

**Person With**

**Shared Voting Power**

6.4,085,000

**Sole Dispositive Power**

7.-0-

**Shared Dispositive Power**

8.4,085,000

**Aggregate Amount Beneficially Owned by Each Reporting Person**

9. 4,085,000

**10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "**

**Percent of Class Represented by Amount in Row (9)**

11.6.7%

**Type of Reporting Person (See Instructions)**

12.

OO

**CUSIP No.**  
**246647101**

**Names of  
Reporting  
Persons**

**I.R.S.  
Identification  
Nos. of above**

**1. persons  
(entities only)**

D. E. Shaw  
Heliant  
Manager,  
L.L.C.

27-1289787

**2. Check the  
Appropriate  
Box if a  
Member of a  
Group (See  
Instructions)**

(a) ..  
(b) ..

**3. SEC Use Only**

**Citizenship or  
Place of**

**4. Organization**

Delaware

**Number of 5. Sole Voting Power**

**Shares**

**Beneficially -0-**

**Owned by**

**Each**

**Reporting**

**Person With**

**Shared Voting Power**

6.4,085,000

**Sole Dispositive Power**

7.-0-

**Shared Dispositive Power**

8.4,085,000

**Aggregate Amount Beneficially Owned by Each Reporting Person**

9. 4,085,000

**10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "**

**Percent of Class Represented by Amount in Row (9)**

11.6.7%

**Type of Reporting Person (See Instructions)**

12.

OO

**CUSIP No.**  
**246647101**

**Names of  
Reporting  
Persons**

**I.R.S.  
Identification  
Nos. of above**

**1. persons  
(entities only)**

D. E. Shaw  
Heliant  
Adviser,  
L.L.C.

27-1289715

**2. Check the  
Appropriate  
Box if a  
Member of a  
Group (See  
Instructions)**

(a) ..  
(b) ..

**3. SEC Use Only**

**Citizenship or  
Place of**

**4. Organization**

Delaware

**Number of 5. Sole Voting Power**

**Shares**

**Beneficially -0-**

**Owned by**

**Each**

**Reporting**

**Person With**

**Shared Voting Power**

6.4,085,000

**Sole Dispositive Power**

7.-0-

**Shared Dispositive Power**

8.4,085,000

**Aggregate Amount Beneficially Owned by Each Reporting Person**

9. 4,085,000

**10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "**

**Percent of Class Represented by Amount in Row (9)**

11.6.7%

**Type of Reporting Person (See Instructions)**

12.

IA



**CUSIP No.**  
**246647101**

**Names of  
Reporting  
Persons**

**I.R.S.  
Identification**

**1. Nos. of above  
persons  
(entities only)**

D. E. Shaw &  
Co., L.L.C.

13-3799946

**2. Check the  
Appropriate  
Box if a  
Member of a  
Group (See  
Instructions)**

(a) ..  
(b) ..

**3. SEC Use Only**

**Citizenship or  
Place of**

**4. Organization**

Delaware

**Number of 5. Sole Voting Power**

**Shares**

**Beneficially -0-**

**Owned by**

**Each**

**Reporting**

**Person With**

**Shared Voting Power**

6.4,155,807

**Sole Dispositive Power**

7.-0-

**Shared Dispositive Power**

8.4,155,807

**Aggregate Amount Beneficially Owned by Each Reporting Person**

9. 4,155,807

**10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "**

**Percent of Class Represented by Amount in Row (9)**

11.6.9%

**Type of Reporting Person (See Instructions)**

12.

OO

**CUSIP No.**  
**246647101**

**Names of  
Reporting  
Persons**

**I.R.S.  
Identification**

**1. Nos. of above  
persons  
(entities only)**

D. E. Shaw &  
Co., L.P.

13-3695715

**2. Check the  
Appropriate  
Box if a  
Member of a  
Group (See  
Instructions)**

(a) ..  
(b) ..

**3. SEC Use Only**

**Citizenship or  
Place of**

**4. Organization**

Delaware

**Number of 5. Sole Voting Power**

**Shares**

**Beneficially -0-**

**Owned by**

**Each**

**Reporting**

**Person With**

**Shared Voting Power**

6.4,376,320

**Sole Dispositive Power**

7.-0-

**Shared Dispositive Power**

8.4,376,320

**Aggregate Amount Beneficially Owned by Each Reporting Person**

9. 4,376,320

**10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "**

**Percent of Class Represented by Amount in Row (9)**

11.7.2%

**Type of Reporting Person (See Instructions)**

12.

IA, PN

**CUSIP No.**  
**246647101**

**Names of  
Reporting  
Persons**

**I.R.S.**

- 1. Identification  
Nos. of above  
persons  
(entities only)**

David E. Shaw

- 2. Check the  
Appropriate  
Box if a  
Member of a  
Group (See  
Instructions)**

(a) ..  
(b) ..

- 3. SEC Use Only**

**Citizenship or  
Place of**

- 4. Organization**

United States

**Number of**

**Shares**

**Beneficially    Sole Voting Power**

**Owned by    5.**

**Each            -0-**

**Reporting**

**Person With**

**6. Shared Voting Power**

4,376,320

**Sole Dispositive Power**

7.-0-

**Shared Dispositive Power**

8.4,376,320

**Aggregate Amount Beneficially Owned by Each Reporting Person**

9. 4,376,320

**10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "**

**Percent of Class Represented by Amount in Row (9)**

11.7.2%

**Type of Reporting Person (See Instructions)**

12.

IN

**Item 1.**

(a)	Name of Issuer
Delek US Holdings, Inc.	

  

(b)	Address of Issuer's Principal Executive Offices
7102 Commerce Way	
Brentwood, Tennessee 37027	

**Item 2.**

(a)	Name of Person Filing
D. E. Shaw Kalon Portfolios, L.L.C.	
D. E. Shaw Heliant Manager, L.L.C.	
D. E. Shaw Heliant Adviser, L.L.C.	
D. E. Shaw & Co., L.L.C.	
D. E. Shaw & Co., L.P.	
David E. Shaw	

(b)	Address of Principal Business Office or, if none, Residence
The business address for each reporting person is:	
1166 Avenue of the Americas, 9 <sup>th</sup> Floor	
New York, NY 10036	

(c)	Citizenship
D. E. Shaw Kalon Portfolios, L.L.C. is a limited liability company organized under the laws of the state of Delaware.	
D. E. Shaw Heliant Manager, L.L.C. is a limited liability company organized under the laws of the state of Delaware.	
D. E. Shaw Heliant Adviser, L.L.C. is a limited liability company organized under the laws of the state of Delaware.	
D. E. Shaw & Co., L.L.C. is a limited liability company organized under the laws of the state of Delaware.	

D. E. Shaw & Co., L.P. is a limited partnership organized under the laws of the state of Delaware.

David E. Shaw is a citizen of the United States of America.

(d)	Title of Class of Securities
Common stock, \$0.01 par value	

(e)	CUSIP Number
246647101	

**Item 3.** If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is  
**a:**

Not Applicable

**Item 4. Ownership**

As of December 31, 2014:

	(a)	Amount beneficially owned:
D. E. Shaw Kalon Portfolios, L.L.C.:	4,085,000 shares	
D. E. Shaw Heliant Manager, L.L.C.:	4,085,000 shares	This is composed of 4,085,000 shares in the name of D. E. Shaw Kalon Portfolios, L.L.C.
D. E. Shaw Heliant Adviser, L.L.C.:	4,085,000 shares	This is composed of 4,085,000 shares in the name of D. E. Shaw Kalon Portfolios, L.L.C.
D. E. Shaw & Co., L.L.C.:	4,155,807 shares	This is composed of (i) 4,085,000 shares in the name of D. E. Shaw Kalon Portfolios, L.L.C. and (ii) 70,807 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C.





4,376,320 shares

D. E. Shaw & Co., L.P.: This is composed of (i) 4,085,000 shares in the name of D. E. Shaw Kalon Portfolios, L.L.C., (ii) 220,513 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., and (iii) 70,807 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C.

4,376,320 shares

David E. Shaw: This is composed of (i) 4,085,000 shares in the name of D. E. Shaw Kalon Portfolios, L.L.C., (ii) 220,513 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., and (iii) 70,807 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C.

(b) Percent of class:

D. E. Shaw Kalon Portfolios, L.L.C.:	6.7%
D. E. Shaw Heliant Manager, L.L.C.:	6.7%
D. E. Shaw Heliant Adviser, L.L.C.:	6.7%
D. E. Shaw & Co., L.L.C.:	6.9%
D. E. Shaw & Co., L.P.:	7.2%
David E. Shaw:	7.2%

(c) Number of shares to which the person has:

(i) Sole power to vote or to direct the vote:

D. E. Shaw Kalon Portfolios, L.L.C.:	-0- shares
D. E. Shaw Heliant Manager, L.L.C.:	-0- shares
D. E. Shaw Heliant Adviser, L.L.C.:	-0- shares
D. E. Shaw & Co., L.L.C.:	-0- shares
D. E. Shaw & Co., L.P.:	-0- shares
David E. Shaw:	-0- shares

(ii) Shared power to vote or to direct the vote:

D. E. Shaw Kalon Portfolios, L.L.C.:	4,085,000 shares
D. E. Shaw Heliant Manager, L.L.C.:	4,085,000 shares
D. E. Shaw Heliant Adviser, L.L.C.:	4,085,000 shares
D. E. Shaw & Co., L.L.C.:	4,155,807 shares
D. E. Shaw & Co., L.P.:	4,376,320 shares
David E. Shaw:	4,376,320 shares

(iii) Sole power to dispose or to direct the disposition of:

D. E. Shaw Kalon Portfolios, L.L.C.:	-0- shares
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D. E. Shaw Heliant Manager, L.L.C.:	-0- shares
D. E. Shaw Heliant Adviser, L.L.C.:	-0- shares
D. E. Shaw & Co., L.L.C.:	-0- shares
D. E. Shaw & Co., L.P.:	-0- shares
David E. Shaw:	-0- shares

(iv) Shared power to dispose or to direct the disposition of:

D. E. Shaw Kalon Portfolios, L.L.C.:	4,085,000 shares
D. E. Shaw Heliant Manager, L.L.C.:	4,085,000 shares
D. E. Shaw Heliant Adviser, L.L.C.:	4,085,000 shares
D. E. Shaw & Co., L.L.C.:	4,155,807 shares
D. E. Shaw & Co., L.P.:	4,376,320 shares
David E. Shaw:	4,376,320 shares

David E. Shaw does not own any shares directly. By virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of D. E. Shaw & Co., L.P., which in turn is the manager and investment adviser of D. E. Shaw Valence Portfolios, L.L.C., the investment adviser of D. E. Shaw Oculus Portfolios, L.L.C., and the managing member of D. E. Shaw Heliant Adviser, L.L.C., which in turn is the investment adviser of D. E. Shaw Kalon Portfolios, L.L.C., and by virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co. II, Inc., which is the managing member of D. E. Shaw & Co., L.L.C., which in turn is the manager of D. E. Shaw Oculus Portfolios, L.L.C. and the managing member of D. E. Shaw Heliant Manager, L.L.C., which in turn is the manager of D. E. Shaw Kalon Portfolios, L.L.C., David E. Shaw may be deemed to have the shared power to vote or direct the vote of, and the shared power to dispose or direct the disposition of, the 4,376,320 shares as described above constituting 7.2% of the outstanding shares and, therefore, David E. Shaw may be deemed to be the beneficial owner of such shares. David E. Shaw disclaims beneficial ownership of such 4,376,320 shares.

**Item 5. Ownership of Five Percent or Less of a Class**

Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

By signing below, each of D. E. Shaw Kalon Portfolios, L.L.C., D. E. Shaw Heliant Manager, L.L.C., D. E. Shaw Heliant Adviser, L.L.C., D. E. Shaw & Co., L.L.C., D. E. Shaw & Co., L.P., and David E. Shaw certify that, to the best of such reporting person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purposes or effect.

**SIGNATURE**

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct. Powers of Attorney, dated December 16, 2014, granted by David E. Shaw in favor of Nathan Thomas, are attached hereto.

Dated: February 17, 2015

D. E. Shaw Kalon Portfolios, L.L.C.

By: /s/ Nathan Thomas  
Nathan Thomas  
Authorized  
Signatory

D. E. Shaw Heliant Manager, L.L.C.

By: /s/ Nathan Thomas  
Nathan Thomas  
Authorized  
Signatory

D. E. Shaw Heliant Adviser, L.L.C.

By: /s/ Nathan Thomas  
Nathan Thomas  
Chief Compliance  
Officer

D. E. Shaw & Co., L.L.C.

By:/s/ Nathan Thomas  
Nathan Thomas  
Authorized  
Signatory

D. E. Shaw & Co., L.P.

By:/s/ Nathan Thomas  
Nathan Thomas  
Chief Compliance  
Officer

David E. Shaw

By:/s/ Nathan Thomas  
Nathan Thomas  
Attorney-in-Fact for  
David E. Shaw