

Delek Logistics Partners, LP
 Form 4
 March 08, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
 Delek Logistics Partners, LP [DKL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 7102 COMMERCE WAY
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/06/2017

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

BRENTWOOD, TN 37027

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|----------------------------------|---|--|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Units representing limited partner interests | 03/06/2017 | | P ⁽¹⁾ | | 4,200 | A | \$ 31.4262 <u>(2)</u> | 15,086,098 <u>(3) (4) (5)</u> | D | |
| Common Units representing limited partner interests | 03/07/2017 | | P ⁽¹⁾ | | 2,400 | A | \$ 31.4646 <u>(6)</u> | 15,088,498 <u>(3) (4) (5)</u> | D | |

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Common Units representing limited partner interests 03/08/2017 P(1) 4,522 A \$ 31.4313 (7) 15,093,020 (3) (4) (5) D

Common Units representing limited partner interests 03/08/2017 P(1) 450 A \$ 32.0444 (8) 15,093,470 (3) (4) (5) D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

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

Delek Logistics GP, LLC
7102 COMMERCE WAY X
BRENTWOOD, TN 37027

LION OIL CO
7102 COMMERCE WAY X
BRENTWOOD, TN 37027

Signatures

/s/ Amber Ervin, Vice
President 03/08/2017

 **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) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Delek Marketing & Supply, LLC ("Delek Marketing") on March 2, 2017.

The price reflects the weighted average purchase price of multiple transactions ranging from a low purchase price of \$31.10 per unit to a high purchase price of \$31.65 per common unit. Upon the written request of the staff of the Securities and Exchange Commission, Delek Logistics Partners, LP (the "Issuer") or a security holder of the Issuer, the reporting person agrees to provide the number of units sold at each sale price.
 - (2) Delek US Holdings, Inc. ("Delek US") directly owns 100% of the outstanding ownership interests of Delek Marketing. Delek US may therefore be deemed to beneficially own securities of the Issuer owned directly by Delek Marketing.
 - (3) Delek Logistics GP, LLC ("Delek GP") owns approximately 496,502 general partner units, representing its 2.0% general partner interest in the Issuer, as well as its incentive distribution rights.

This Form 4 is being filed jointly by Delek US, Lion Oil Company ("Lion Oil"), Delek GP, and Delek Marketing. Lion Oil and Delek Marketing are wholly owned subsidiaries of Delek US. Lion Oil and Delek Marketing respectively own 12,611,465 and 2,482,005 common units representing limited partner interests in the Issuer.
 - (4) The price reflects the weighted average purchase price of multiple transactions ranging from a low purchase price of \$31.05 per unit to a high purchase price of \$31.90 per common unit. Upon the written request of the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, the reporting person agrees to provide the number of units sold at each sale price.
 - (5) The price reflects the weighted average purchase price of multiple transactions ranging from a low purchase price of \$31.00 per unit to a high purchase price of \$31.95 per common unit. Upon the written request of the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, the reporting person agrees to provide the number of units sold at each sale price.
 - (6) The price reflects the weighted average purchase price of multiple transactions ranging from a low purchase price of \$32.00 per unit to a high purchase price of \$32.10 per common unit. Upon the written request of the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, the reporting person agrees to provide the number of units sold at each sale price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.