

Delek Logistics Partners, LP  
 Form 4  
 February 29, 2016

**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)  
 02/25/2016

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

BRENTWOOD, TN 37027  
 (City) (State) (Zip)

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

**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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Units representing limited partner interests | 02/25/2016                           |  | C                              | V<br>11,999,258<br>(1)  | (A)<br>or<br>(D)<br>Price<br>14,798,516<br>(1) (2) (3)  | D  | (4)  |

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

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 (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 Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Subordinated Units representing limited partner interests | \$ 0 (1)   | 02/25/2016                           |  | C                              | 11,999,258  | (1) (1)  | Common Units representing limited partner interest          |

## Reporting Owners

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

## Signatures

/s/ Kent B. Thomas,  
Attorney-In-Fact

02/29/2016

\_\_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) Represents the conversion of 11,999,258 subordinated units representing limited partner interests in Delek Logistics Partners, LP (the "Issuer"), which were converted into common units representing limited partner interests on a one-to-one basis upon expiration of the subordination period as set forth in the Issuer's First Amended and Restated Agreement of Limited Partnership.

## Edgar Filing: Delek Logistics Partners, LP - Form 4

- (2) 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"). Lion Oil and Delek Marketing are wholly owned subsidiaries of Delek US. Lion Oil and Delek Marketing respectively own 12,611,465 and 2,187,051 common units representing limited partner interests in the Issuer.
- (3) Delek GP owns approximately 495,445 general partner units, representing its 2.0% general partner interest in the Issuer, as well as its incentive distribution rights.
- (4) Delek US directly owns 100% of the outstanding ownership interests of Lion Oil and Delek Marketing. Delek US may therefore be deemed to beneficially own securities of the Issuer owned directly by Lion Oil and Delek Marketing.

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.