

Delek US Holdings, Inc.
Form 4/A
March 20, 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 *
Gordon Daniel L

(Last) (First) (Middle)

7102 COMMERCE WAY

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Delek US Holdings, Inc. [DK]

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2017

4. If Amendment, Date Original Filed(Month/Day/Year)
03/07/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)	
			Code	V	Amount or Price			
Common Stock	03/07/2017		M		8,125 (1)	A	\$ 11.58 30,456	D
Common Stock	03/07/2017		D		3,766 (2)	D	\$ 24.99 26,690	D
Common Stock	03/07/2017		F		1,340 (3)	D	\$ 24.99 25,350	D
Common Stock	03/07/2017		S		3,019 (1)	D	\$ 24.7461 (4) 22,331	D

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 (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)	Amount or Number of Shares
Stock Appreciation Right	\$ 11.58	03/07/2017		M	8,125 (1)	(5) 03/10/2021	Common Stock	8,125

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gordon Daniel L 7102 COMMERCE WAY BRENTWOOD, TN 37027			Executive Vice President	

Signatures

/s/ Daniel L.
Gordon 03/20/2017

**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).

- This amendment is being filed to amend the Form 4 filed by the reporting person on March 7, 2017 (the "Original Form") to clarify that the reported 3,019 shares of Common Stock sold on March 7, 2017 were acquired upon exercise of a stock appreciation right on the same date and to correct the number of shares beneficially owned following such exercise in column 5 of Table I. The number of shares of Common Stock was also incorrectly reported in column 5 of Table I of the subsequent Forms 4 filed by the reporting person on March 8, 2017 and March 14, 2017.
- (2) This amendment is being filed to also report the disposition of shares of Common Stock to Delek US Holdings, Inc. for payment of the exercise price in connection with the exercise of the stock appreciation right that was not previously reported in the Original Form 4.

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- (3) This amendment is being filed to also report the shares withheld to cover tax withholding obligations in connection with the exercise of the stock appreciation right that was not previously reported in the Original Form 4.

The price reflects the weighted average sale price of multiple transactions ranging from a low sale price of \$24.59 per share to a high sale price of \$24.78 per share. Upon the written request of the SEC, the issuer or a security holder of the issuer, the reporting person agrees to provide the number of shares sold at each sale price.

- (5) The stock appreciation right vested with respect to 8,125 shares of Common Stock on each of March 10, 2012, March 10, 2013, March 10, 2014 and March 10, 2015.

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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