

Green Plains Partners LP
Form 4
July 06, 2015

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 *
Green Plains Inc.

2. Issuer Name and Ticker or Trading Symbol
Green Plains Partners LP [GPP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2015

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

450 REGENCY PARKWAY,
SUITE 400

(Street)

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

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

OMAHA, NE 68114

(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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Units Representing Limited Partner Interests ⁽¹⁾	07/01/2015		J ⁽¹⁾		3,629,982	A	Ⓛ	3,629,982	D	
Common Units Representing Limited Partner Interests ⁽¹⁾	07/01/2015		J ⁽¹⁾		109,955	A	Ⓛ	109,955	I	See Footnote ⁽¹⁾ ⁽²⁾

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Common Units Representing Limited Partner Interests ⁽¹⁾	07/01/2015	J ⁽¹⁾	649,705	A	<u>(1)</u>	649,705	I	See Footnote <u>(1)</u> <u>(2)</u>
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Subordinated Units representing limited partner interests	<u>(3)</u>	07/01/2015		J ⁽¹⁾	13,139,822	<u>(3)</u> <u>(3)</u>	Common Units representing limited partner interest
Subordinated Units representing limited partner interests	<u>(3)</u>	07/01/2015		J ⁽¹⁾	2,351,806	<u>(3)</u> <u>(3)</u>	Common Units representing limited partner interest
Subordinated Units representing limited partner interests	<u>(3)</u>	07/01/2015		J ⁽¹⁾	398,014	<u>(3)</u> <u>(3)</u>	Common Units representing limited partner interest

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Green Plains Inc.
450 REGENCY PARKWAY, SUITE 400 X X
OMAHA, NE 68114

Signatures

/s/ Michelle S. Mapes, EVP - General Counsel and Corporate Secretary of Greens Plains Inc.

07/06/2015

__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).

In connection with the closing of the initial public offering of the Issuer (the "Offering"), Green Plains Inc., Green Plains Trucking LLC ("Trucking") and Green Plains Obion LLC ("Obion") pursuant to the Contribution, Conveyance and Assumption Agreement (the

- (1) "Agreement"), contributed certain assets to the Issuer in exchange for, among other things, 3,629,982 common units and 15,889,642 subordinated units representing an aggregate of 63.8% limited partner interest in the Issuer, which includes common units and subordinated units that Green Plains Inc. may be deemed to beneficially own as the sole member of Trucking and Obion.
- (2) Pursuant to the Agreement, Trucking received 109,955 Common Units and 398,014 Subordinated Units and Obion received 649,705 Common Units and 2,351,806 Subordinated Units in exchange for certain assets contributed.
- (3) The subordinated units have no expiration dated and will convert into Common Units on a one-for-one basis at the end of the subordination period described in the Issuer's Registration Statement on Form S-1 (Registration No. 333-204279).

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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