

HOLLY ENERGY PARTNERS LP
Form SC 13D/A
February 25, 2011

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)**

Holly Energy Partners, L.P.
(Name of Issuer)

Common Units
(Title of Class of Securities)

435763 10 7

(CUSIP Number)

Denise C. McWatters
Vice President, General Counsel and Secretary
Holly Energy Partners, L.P.
100 Crescent Court, Suite 1600
Dallas, Texas 75201
Tel: (214) 871-3555

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 4, 2011

(Date of Event Which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

Common Unit CUSIP No. 435763 10 7

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Holly Corporation 75-1056913

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware, United States

SOLE VOTING POWER

7

NUMBER OF 72,503 Common Units

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

7,217,497 Common Units

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 72,503 Common Units

WITH SHARED DISPOSITIVE POWER

10

7,217,497 Common Units

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)

7,290,000 Common Units

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

33% of Common Units

14

TYPE OF REPORTING PERSON

CO corporation

(1) Certain indirect wholly owned subsidiaries of Holly Corporation, including Navajo Pipeline Co., L.P. and Holly Logistics Limited LLC, are the record owners of 7,217,497 of these Common Units.

Common Unit CUSIP No. 435763 10 7

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Navajo Holdings, Inc. 85-0284908

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (see Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New Mexico, United States

SOLE VOTING POWER

7

NUMBER OF 0 Common Units

SHARED VOTING POWER

8 SHARES BENEFICIALLY OWNED BY 7,127,440 Common Units

SOLE DISPOSITIVE POWER

9 EACH

REPORTING

PERSON 0 Common Units

WITH SHARED DISPOSITIVE POWER

10

7,127,440 Common Units

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)

7,127,440 Common Units

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.3% of Common Units

14

TYPE OF REPORTING PERSON

CO corporation

(1) Navajo Pipeline Co., L.P. and Holly Logistics Limited LLC are the record owners of these Common Units.

Common Unit CUSIP No. 435763 10 7

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Navajo Pipeline GP, L.L.C. 52-2364943

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (see Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States

SOLE VOTING POWER

7

NUMBER OF 0 Common Units

SHARED VOTING POWER

SHARES BENEFICIALLY **8**

OWNED BY 7,127,440 Common Units

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 0 Common Units

WITH SHARED DISPOSITIVE POWER

10

7,127,440 Common Units

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)

7,127,440 Common Units

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.3% of Common Units

14

TYPE OF REPORTING PERSON

OO limited liability company

(1) Navajo Pipeline Co., L.P. and Holly Logistics Limited LLC are the record owners of these Common Units.

Common Unit CUSIP No. 435763 10 7

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Navajo Pipeline LP, L.L.C. 85-0484420

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (see Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States

SOLE VOTING POWER

7

NUMBER OF 0 Common Units

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

7,127,440 Common Units

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 0 Common Units

WITH SHARED DISPOSITIVE POWER

10

7,127,440 Common Units

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)

7,127,440 Common Units

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.3% of Common Units

14

TYPE OF REPORTING PERSON

OO limited liability company

(1) Navajo Pipeline Co., L.P. and Holly Logistics Limited LLC are the record owners of these Common Units.

Common Unit CUSIP No. 435763 10 7

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Navajo Pipeline Co., L.P. 75-1611333

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (see Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States

SOLE VOTING POWER

7

NUMBER OF 0 Common Units

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8** 7,127,440 Common Units

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 0 Common Units

WITH SHARED DISPOSITIVE POWER

10

7,127,440 Common Units

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)

7,127,440 Common Units

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.3% of Common Units

14

TYPE OF REPORTING PERSON

PN partnership

(1) Holly Logistics Limited LLC is the record owner of 7,000,000 of these Common Units.

Common Unit CUSIP No. 435763 10 7

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Holly Logistic Services, L.L.C. 05-0593172

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (see Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States

SOLE VOTING POWER

7

NUMBER OF 0 Common Units

SHARED VOTING POWER

8 SHARES BENEFICIALLY OWNED BY 7,000,000 Common Units

SOLE DISPOSITIVE POWER

9 EACH

REPORTING

PERSON 0 Common Units

WITH SHARED DISPOSITIVE POWER

10

7,000,000 Common Units

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)

7,000,000 Common Units

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

31.7% of Common Units

14

TYPE OF REPORTING PERSON

OO limited liability company

(1) Holly Logistics Limited LLC is the record owner of these Common Units.

Common Unit CUSIP No. 435763 10 7

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Holly Logistics Limited LLC 27-4289116

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (see Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States

SOLE VOTING POWER

7

NUMBER OF 0 Common Units

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

7,000,000 Common Units

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 0 Common Units

WITH SHARED DISPOSITIVE POWER

10

7,000,000 Common Units

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)

7,000,000 Common Units

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

31.7% of Common Units

14

TYPE OF REPORTING PERSON

limited liability company

AMENDMENT NO. 2 TO SCHEDULE 13D

This Amendment No. 2 to Schedule 13D (this Amendment) relates to the common units representing limited partner interests (the Common Units) of Holly Energy Partners, L.P., a Delaware limited partnership (the Issuer), and amends the Schedule 13D filed with the Securities and Exchange Commission on August 28, 2009, as amended by the Amendment No. 1 thereto filed on January 14, 2011, by Holly Corporation, Navajo Holdings, Inc., Navajo Pipeline GP, L.L.C., Navajo Pipeline LP, L.L.C., Navajo Pipeline Co., L.P., Holly Logistic Services, L.L.C., Holly Logistics Limited LLC and HEP Logistics Holdings, L.P.

Except as otherwise specified in this Amendment, all items left blank remain unchanged in all material respects and any items which are reported are deemed to amend and restate the corresponding items in the Schedule 13D. Capitalized terms used herein but not defined herein have the respective meanings ascribed to them in the Schedule 13D.

Item 1. Security and Issuer

Item 2. Identity and Background

Sub-Items (a) and (c) of Item 2 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) Name of Persons Filing this Statement:

- (1) Holly Corporation, a Delaware corporation (Holly), is the parent of Navajo Holdings, Inc., a New Mexico corporation (Navajo Holdings), Navajo Pipeline GP, L.L.C., a Delaware limited liability company (Navajo Pipeline GP), Navajo Pipeline LP, L.L.C., a Delaware limited liability company (Navajo Pipeline LP), Navajo Pipeline, Co., L.P., a Delaware limited partnership (Navajo), Holly Logistic Services, L.L.C., a Delaware limited liability company (HLS) and Holly Logistics Limited LLC, a Delaware limited liability company (HLL).
- (2) Navajo Holdings is a wholly owned subsidiary of Holly.
- (3) Navajo Pipeline GP is a wholly owned subsidiary of Navajo Holdings.
- (4) Navajo Pipeline LP is a wholly owned subsidiary of Navajo Holdings.
- (5) Navajo has one general and limited partner, which are Navajo Pipeline GP and Navajo Pipeline LP, respectively.
- (6) HLS is a wholly owned subsidiary of Navajo.
- (7) HLL (collectively with Holly, Navajo Holdings, Navajo Pipeline GP, Navajo Pipeline LP, Navajo and HLS, the Reporting Persons) is a wholly owned subsidiary of HLS.

The Reporting Persons, other than HLL, and HEP Logistics Holdings, L.P., a Delaware limited partnership (the General Partner), previously entered into a Joint Filing Agreement, dated August 28, 2009, a copy of which is incorporated by reference to this Schedule 13D as Exhibit 99.1 (which is hereby incorporated by reference), and the Reporting Persons have entered into an amendment to the Joint Filing Agreement, dated January 13, 2011, a copy of which is incorporated by reference to this Schedule 13D as Exhibit 99.2 (which is hereby incorporated by reference), pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act. Information with respect to each Reporting Person is given solely by such Reporting Person, and no Reporting Person assumes responsibility for the accuracy or completeness of the information furnished by another Reporting Person. The Reporting Persons expressly disclaim that they have agreed to act as a group.

Pursuant to Rule 13d-4 of the Act, the Reporting Persons expressly declare that the filing of this statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Act or otherwise, the beneficial owner of any securities covered by this Schedule 13D held by any other person.

(c) Present Principal Occupation or Principal Business:

- (1) The principal business of Holly is to act as a holding company whose assets consist of direct and indirect ownership interests in, and whose business is conducted substantially through, its subsidiaries.
- (2) The principal business of Navajo Holdings is to act as a holding company whose assets consist of direct and indirect ownership interests in, and whose business is conducted substantially through, its subsidiaries.
- (3) The principal business of Navajo Pipeline GP is to serve as the general partner of Navajo.
- (4) The principal business of Navajo Pipeline LP is to serve as the limited partner of Navajo.
- (5) The principal business of Navajo is to own all of the membership interests in HLS and serve as the limited partner of the General Partner.
- (6) The principal business of HLS is to serve as the general partner of the General Partner, and as the sole member of HLL.
- (7) The principal business of HLL is to own Common Units in the Issuer. The principal business of the Issuer is the operation (through its subsidiaries) of oil and gas refined product and crude oil pipelines.

Pursuant to Instruction C to Schedule 13D of the Act, information regarding the directors and executive officers of Holly, Navajo Holdings and HLS (the Listed Persons) are as follows:

Holly Corporation:

Name	Position	Principal Occupation/Business	Common Units Beneficially Owned	Percent of Common Units Beneficially Owned
Matthew P. Clifton	Chairman of the Board and Chief Executive Officer	Executive Officer of Holly and its affiliates	85,263	0.4
David L. Lamp	President	Executive Officer of Holly and its affiliates	0	*
Bruce R. Shaw	Senior Vice President and Chief Financial Officer	Executive Officer of Holly and its affiliates	9,134	*
George J. Damiris	Senior Vice President, Supply and Marketing	Executive Officer of Holly and its affiliates	0	*
Denise C. McWatters	Vice President, General Counsel and Secretary	Executive Officer of Holly and its affiliates	4,255 ⁽¹⁾	*
Robert G. McKenzie	Director	Financial Consultant	0	*
Jack P. Reid	Director	Retired	4,400 ⁽²⁾	*
Paul T. Stoffel	Director	Chairman of Triple S Capital Corp. and Paul Stoffel Investments	0	*
Buford P. Berry	Director	Of Counsel, Thompson & Knight L.L.P.	0	*
Leldon E. Echols	Director	Private Investor	0	*
Tommy A. Valenta	Director	Retired	0	*

* Less than 0.1%

Navajo Holdings, Inc.

Name	Position	Principal Occupation/Business	Common Units Beneficially Owned	Percent of Common Units Beneficially Owned
Matthew P. Clifton	Chief Executive Officer and Director	Executive Officer of Holly and its affiliates	85,263	0.4
Bruce R. Shaw	Senior Vice President, Chief Financial Officer and Director	Executive Officer of Holly and its affiliates	9,134	*
Denise C. McWatters	Vice President, General Counsel, Secretary and Director	Executive Officer of Holly and its affiliates	4,255 ⁽¹⁾	*

* Less than 0.1%

Holly Logistic Services, L.L.C.

Name	Position	Principal Occupation/Business	Common Units Beneficially Owned	Percent of Common Units Beneficially Owned
Matthew P. Clifton	Chairman of the Board and Chief Executive Officer	Executive Officer of Holly and its affiliates	85,263	0.4
David G. Blair	President	Executive Officer of HLS	16,064	0.1
Bruce R. Shaw	Senior Vice President and Chief Financial Officer	Executive Officer of Holly and its affiliates	9,134	*
Mark T. Cunningham	Vice President, Operations	Executive Officer of HLS	9,878	*
Denise C. McWatters	Vice President, General Counsel and Secretary	Executive Officer of Holly and its affiliates	4,255 ⁽¹⁾	*
P. Dean Ridenour	Director	Retired	30,570	0.1
Charles M. Darling, IV	Director	President of DQ Holdings, L.L.C.	19,586 ⁽³⁾	