

NGL Energy Partners LP
 Form 3
 November 14, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â SemStream, L.P.		(Month/Day/Year)	NGL Energy Partners LP [NGL]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
TWO WARREN PLACE,Â 6120		11/01/2011		
S. YALE AVENUE, SUITE 700			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
TULSA,Â OKÂ 74136-4216			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common units representing limited partner interests	8,932,031 <u>(1)</u>	D <u>(2)</u>	Â

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	--	---	---	--

Edgar Filing: NGL Energy Partners LP - Form 3

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
---------------------	--------------------	-------	----------------------------------	----------	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SemStream, L.P. TWO WARREN PLACE 6120 S. YALE AVENUE, SUITE 700 TULSA, OK 74136-4216	^	^ X	^	^
SemOperating G.P., L.L.C. TWO WARREN PLACE 6120 S. YALE AVENUE, SUITE 700 TULSA, OK 74136-4216	^	^ X	^	^
SemGroup Corp TWO WARREN PLACE 6120 SOUTH YALE AVENUE, SUITE 700 TULSA, OK 74136-4216	^	^ X	^	^

Signatures

/s/ Robert N. Fitzgerald, Senior Vice President and CFO of SemGroup Corporation, sole member of SemOperating G.P., L.L.C, general partner of SemStream, L.P.	11/14/2011
__Signature of Reporting Person	Date
/s/ Robert N. Fitzgerald, Senior Vice President and CFO of SemGroup Corporation, sole member of SemOperating G.P., L.L.C	11/14/2011
__Signature of Reporting Person	Date
/s/ Robert N. Fitzgerald, Senior Vice President and CFO of SemGroup Corporation	11/14/2011
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) SemStream, L.P. acquired these securities on November 1, 2011, as part of the consideration for SemStream, L.P.'s sale of substantially all of its assets to NGL Supply Terminal Company, LLC, a subsidiary of the Issuer.
These common units are indirectly owned by SemOperating G.P., L.L.C., the sole general partner of SemStream, L.P., and by SemGroup Corporation, the sole limited partner of SemStream, L.P. and the sole member of SemOperating G.P., L.L.C. These entities may be deemed to be indirect beneficial owners of the reported securities.
- (2) Corporation, the sole limited partner of SemStream, L.P. and the sole member of SemOperating G.P., L.L.C. These entities may be deemed to be indirect beneficial owners of the reported securities.

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.