

NGL Energy Partners LP  
Form 8-A12B  
April 02, 2019

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**NGL ENERGY PARTNERS LP**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**27-3427920**  
(I.R.S. Employer Identification No.)

**6120 South Yale Avenue**

**Suite 805**

**Tulsa, Oklahoma 74136**

**(918) 481-1119**

(address of principal executive offices and zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

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<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
9.625% Class C Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units representing limited partner interests	New York Stock Exchange

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.X

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.O

If this Form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.O

Securities Act registration statement or Regulation A offering statement file number to which this form relates: **333-216079**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

The Commission is respectfully requested to send copies of all notices, orders and communications to:

H. Michael Krimbill  
Chief Executive Officer  
NGL Energy Partners LP  
6120 South Yale Avenue, Suite 805  
Tulsa, Oklahoma 74136  
(918) 481-1119

G. Michael O Leary  
Hunton Andrews Kurth LLP  
600 Travis, Suite 4200  
Houston, Texas 77002  
(713) 220-4200

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the 9.625% Class C Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units (the Preferred Units), representing preferred equity interests in NGL Energy Partners LP (the Registrant), is set forth under the captions Description of Class C Preferred Units and Material U.S. Federal Income Tax Considerations Supplement in the Registrant's prospectus supplement (the Prospectus Supplement) dated March 26, 2019 and filed by the Registrant with the United States Securities and Exchange Commission pursuant to Rule 424(b) as promulgated under the Securities Act of 1933, as amended, relating to the Registrant's Registration Statement on Form S-3 (File No. 333-216079), as amended by Post-Effective Amendment No. 1 thereto. The summary descriptions of the Preferred Units do not purport to be complete and are qualified in their entirety by reference to the exhibits to this Registration Statement on Form 8-A, which are hereby incorporated herein and may be amended from time to time.

**Item 2. Exhibits.**

The following exhibits to this Registration Statement on Form 8-A are incorporated by reference from the documents specified which have been filed with the SEC.

<b>Exhibit Number</b>	<b>Description</b>
1	Prospectus Supplement filed pursuant to Rule 424(b)(5) under the Securities Act on March 27, 2019 (incorporated herein by reference).
2	Certificate of Limited Partnership of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, filed April 15, 2011 (File No. 333-172186)).
3	Certificate of Amendment to Certificate of Limited Partnership of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, filed April 15, 2011 (File No. 333-172186)).
4	Fifth Amended and Restated Agreement of Limited Partnership of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed April 2, 2019 (File No. 001-35172)).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

NGL Energy Partners LP

By: NGL Energy Holdings LLC,  
its general partner

Date: April 2, 2019

By: /s/ H. Michael Krimbill  
Name: H. Michael Krimbill  
Title: Chief Executive Officer