

LION OIL CO
Form 3
November 01, 2012

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

OMB APPROVAL

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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 Delek US Holdings, Inc. | | (Month/Day/Year) | Delek Logistics Partners, LP [DKL] | |
| (Last) | (First) | (Middle) | 11/01/2012 | |
| 7102 COMMERCE WAY | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| BRENTWOOD,Â TNÂ 37027 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

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 | 0 <u>(1)</u> <u>(2)</u> | D <u>(3)</u> <u>(4)</u> | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---|------------------|-----------------|----------------------------|----------------------------|
| Subordinated Units representing limited partner interests | Â (5) | Â (5) | Common Units (1) \$ 0 | D (1) (3) (4) Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Delek US Holdings, Inc. 7102 COMMERCE WAY BRENTWOOD, TN 37027 | Â | Â X | Â | Â |
| LION OIL CO 7102 COMMERCE WAY BRENTWOOD, TN 37027 | Â | Â X | Â | Â |
| Delek Marketing & Supply, Inc. 7102 COMMERCE WAY BRENTWOOD, TN 37027 | Â | Â X | Â | Â |
| Delek Logistics GP, LLC 7102 COMMERCE WAY BRENTWOOD, TN 37027 | Â | Â X | Â | Â |

Signatures

/s/ Kent B. Thomas,
Attorney-In-Fact

11/01/2012

**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).

This Form 3 is being filed jointly by Delek US Holdings, Inc. ("Delek US"), Lion Oil Company ("Lion Oil"), Delek Marketing & Supply, Inc. ("Delek Marketing") and Delek Logistics GP, LLC ("Delek GP") in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 (File No. 333-182631)(the "Registration Statement"). As described in the Registration Statement, in connection (1) with the closing of the initial public offering of the Issuer, Lion Oil and Delek Marketing will contribute certain assets to the Issuer and (i) Lion Oil and Delek Marketing will receive 612,207 and 3,387,051 common units, respectively, representing a 16.3% limited partnership interest in the Issuer, and (ii) Lion Oil will receive 11,999,258 subordinated units, representing a 49.0% limited partnership interest in the Issuer.

(2) In connection with the closing of the initial public offering of the Issuer, Delek GP will own approximately 489,766 general partner units, representing its 2.0% general partner interest in the Issuer, as well as its incentive distribution rights. Incentive distribution rights represent the right to receive an increasing percentage of quarterly distributions as set forth in the Registration Statement.

(3) Delek US directly owns 100% of the outstanding ownership interests of Lion Oil and Delek Marketing and 100% of the membership interests of Delek GP. Delek US may therefore be deemed to beneficially own securities of the Issuer owned directly by Lion Oil, Delek Marketing and Delek GP.

(4) As of November 1, 2012, Delek US owns a 98% limited partner interest in the Issuer.

(5) Each subordinated unit will convert into one common unit at the end of the subordination period described in the Registration Statement.

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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