

Coady Todd M  
Form 4  
February 27, 2013

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Coady Todd M

(Last) (First) (Middle)

6120 S. YALE AVENUE, SUITE  
805

(Street)

TULSA, OK 74136

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
NGL Energy Partners LP [NGL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/14/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

VP, Administration

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

**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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired 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)
Common Units	12/14/2012		G <sup>(1)</sup>	V 918,901 D \$ 0 0		I	See Footnote (2)
Common Units	12/14/2012		G <sup>(1)</sup>	V 918,901 A \$ 0 918,901		I	See Footnote (1)
Common Units	12/28/2012		G <sup>(3)</sup>	V 385,036 D \$ 0 0		I	See Footnote (3)
Common Units	12/28/2012		G <sup>(3)</sup>	V 275,036 A \$ 0 1,193,937		I	See Footnote

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Common Units	12/28/2012	G <sup>(3)</sup>	V	110,000	A	\$ 0	110,000	I	(1) See Footnote (4)
Common Units							21,000	D	

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

**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.**

SEC 1474  
(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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Subordinated Units	\$ 0	12/14/2012		G <sup>(1)</sup>	V		1,124,001	<u>(5)</u>	<u>(5)</u>	Common Units
Subordinated Units	\$ 0	12/14/2012		G <sup>(1)</sup>	V	1,124,001		<u>(5)</u>	<u>(5)</u>	Common Units

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Coady Todd M 6120 S. YALE AVENUE, SUITE 805 TULSA, OK 74136	VP, Administration

## Signatures

/s/ Todd Coady 02/26/2013

\*\*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).

The units reported on this line were gifted to TMC Family Partnership LP. TMC Family Partnership is a limited partnership which is solely owed by TMC General Partner LLC. Mr. Todd M. Coady is the sole member of TMC General Partner, LLC. Mr. Todd Coady

- (1) disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or any other purpose.

The units reported on this line were owned directly by Hicks Oils & Hicksgas, Incorporated, which is owned by Todd M. Coady and

- (2) Shawn W. Coady. Following dispositions by gift by each of Todd M. Coady and Shawn W. Coady, Hicks Oils & Hicksgas, Incorporated no longer own any units.

- (3) The units reported on this line are owned directly by Thorndike, LLC, which is solely owned by Todd M. Coady. The Reporting Person gifted the units to TMC Family Partnership LP and 2012 Todd M. Coady Irrevocable Insurance Trust.

The units reported on this line were gifted to 2012 Todd M. Coady Irrevocable Insurance Trust, for the benefit of the Reporting Person's

- (4) children. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or any other purpose.

The Subordinated Units have no expiration date and will convert on a one-for-one basis into Common Units at the end of the

- (5) subordination period, described in the Issuer's Registration Statement on Form S-1, as amended (File No. 333-172186) and as set forth in the Issuer's Second Amended and Restated Agreement of Limited Partnership, as amended.

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.