Delek Logistics Partners, LP
Form 4
March 03, 2017

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Delek US Holdings, Inc.

(Last) (First) (Middle)

7102 COMMERCE WAY

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Delek Logistics Partners, LP [DKL]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 Code (Instr. 8)		4. Securities Acquired (A) 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)
			Code	V	Amount	(A) or (D)	Price			
Common Units representing limited partner interests	03/01/2017		P[(1)]		400	A	$ 29.9125 [(2)]	15,077,492 [(3)] [(4)] [(5)]	D	
Common Units representing limited partner interests	03/02/2017		P[(1)]		1,306	A	$ 30	15,078,798 [(3)] [(4)] [(5)]	D	

Common Units representing limited partner interests	03/03/2017		P[6]	3,100	A	$ 31.3125 [7]	15,081,898 [3] [4] [5]	D	

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

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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 Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

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

Signatures

/s/ Amber Ervin, Vice President	03/03/2017
**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).

(1) The purchases reported in this Form 4 on this Transaction Date were effected pursuant to a Rule 10b5-1 trading plan adopted by Delek Marketing & Supply, LLC ("Delek Marketing") on November 11, 2016.

(2) The price reflects the weighted average purchase price of multiple transactions ranging from a low purchase price of $29.85 per unit to a high purchase price of $30.00 per common unit. Upon the written request of the staff of the Securities and Exchange Commission, Delek Logistics Partners, LP ("the Issuer") or a security holder of the Issuer, the reporting person agrees to provide the number of units sold at each sale price.

(3) Delek US Holdings, Inc. ("Delek US") directly owns 100% of the outstanding ownership interests of Delek Marketing. Delek US may therefore be deemed to beneficially own securities of the Issuer owned directly by Delek Marketing.

(4) Delek Logistics GP, LLC ("Delek GP") owns approximately 496,502 general partner units, representing its 2.0% general partner interest in the Issuer, as well as its incentive distribution rights.

(5) This Form 4 is being filed jointly by Delek US, Lion Oil Company ("Lion Oil"), Delek GP, and Delek Marketing. Lion Oil and Delek Marketing are wholly owned subsidiaries of Delek US. Lion Oil and Delek Marketing respectively own 12,611,465 and 2,470,433 common units representing limited partner interests in the Issuer.

(6) The purchases reported in this Form 4 on this Transaction Date were effected pursuant to a Rule 10b5-1 trading plan adopted by Delek Marketing on March 2, 2017.

(7) The price reflects the weighted average purchase price of multiple transactions ranging from a low purchase price of $30.95 per unit to a high purchase price of $31.50 per common unit. Upon the written request of the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, the reporting person agrees to provide the number of units sold at each sale price.

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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