

VALERO ENERGY PARTNERS LP
 Form 3
 December 09, 2013

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 VALERO ENERGY CORP/TX			(Month/Day/Year)	VALERO ENERGY PARTNERS LP [VLP]	
(Last)	(First)	(Middle)	12/09/2013		
ONE VALERO WAY			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
SAN ANTONIO, Â TX Â 78249			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)		
			6. Individual or Joint/Group Filing(Check Applicable Line)		
			<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	0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

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)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Subordinated Units representing limited partner interests	Â (6)	Â (6)	Common Units	0 (6)	\$ 0	I (1) (2) (3) (4) (5) See Footnotes (1) (2) (3) (4) (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VALERO ENERGY CORP/TX ONE VALERO WAY SAN ANTONIO, TX 78249	Â	Â X	Â	Â
Valero Refining & Marketing Co ONE VALERO WAY SAN ANTONIO, TX	Â	Â X	Â	Â
PREMCOR USA INC ONE VALERO WAY SAN ANTONIO, TX 78249	Â	Â X	Â	Â
Valero Terminals & Distribution Co ONE VALERO WAY SAN ANTONIO, TX 78249	Â	Â X	Â	Â
Premcor Pipeline Co. ONE VALERO WAY SAN ANTONIO, TX 78249	Â	Â X	Â	Â
Premcor Refining Group Inc. ONE VALERO WAY SAN ANTONIO, TX 78249	Â	Â X	Â	Â
Valero Refining Company-Tennessee, L.L.C. ONE VALERO WAY SAN ANTONIO, TX 78249	Â	Â X	Â	Â
VALERO ENERGY PARTNERS GP LLC ONE VALERO WAY SAN ANTONIO, TX 78249	Â	Â X	Â	Â

Signatures

/s/ J. Stephen Gilbert, Authorized Officer

12/09/2013

__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 Valero Energy Corporation ("Valero"), Valero Refining and Marketing Company ("VRMC"), Premcor USA Inc. ("Premcor USA"), Valero Terminaling and Distribution Company ("VTDC"), The Premcor Pipeline Co. ("Premcor Pipeline"), The Premcor Refining Group Inc. ("Premcor Refining"), Valero Refining Company-Tennessee, L.L.C. ("VRCT") and Valero

- (1) Energy Partners GP LLC (the "General Partner") in connection with the effectiveness of the Registration Statement on Form S-1 (File No. 333-191259) (the "Registration Statement") filed by Valero Energy Partners LP (the "Partnership"). VRMC and Premcor USA are wholly owned subsidiaries of Valero. VTDC is a wholly owned subsidiary of VRMC. The General Partner is a wholly owned subsidiary of VTDC. (Continued in Footnote 2)

- Premcor Pipeline and Premcor Refining are wholly owned subsidiaries of Premcor USA. VRCT is a wholly owned subsidiary of Premcor Refining. Accordingly, Valero may be deemed to indirectly beneficially own securities of the Partnership owned directly by VTDC, Premcor Pipeline, Premcor Refining, VRCT and the General Partner.
- (2)

As of December 9, 2013, VTDC owns a 98% limited partner interest in the Partnership and the General Partner owns a 2% general partner interest in the Partnership. As described in the Registration Statement, in connection with the closing of the initial public offering of the Partnership, VTDC, Premcor Pipeline, Premcor Refining, VRCT and the General Partner will contribute certain assets to the

- (3) Partnership and (i) (A) VTDC will receive 2,070,019 common units (and up to an additional 403,601 common units upon expiration of the underwriters' option to purchase additional common units (the "underwriters' option") and 5,164,289 subordinated units, (B) Premcor Pipeline will receive 7,734,994 common units (and up to an additional 1,508,124 common units upon expiration of the underwriters' option) and 19,297,278 subordinated units, (C) Premcor Refining will receive 719,502 common units (Continued in Footnote 4)

(and up to an additional 140,284 common units upon expiration of the underwriters' option) and 1,795,015 subordinated units and (D) VRCT will receive 1,015,474 common units (and up to an additional 197,991 common units upon expiration of the underwriters' option) and 2,533,407 subordinated units, collectively representing a 72.5% limited partner interest in the Partnership (assuming the underwriters

- (4) do not exercise the underwriters' option) and (ii) the General Partner will receive 1,175,102 general partner units, representing a 2% general partner interest in the Partnership (following the full exercise of or the expiration of the underwriters' option), and incentive distribution rights representing the right to receive an increasing percentage of quarterly distributions as set forth in the Registration Statement. In certain circumstances, if the General Partner is removed as the general partner of the Partnership, (Continued in Footnote 5)
- (5) the General Partner will have the right to convert its general partner interest and its incentive distribution rights into common units as described in the Registration Statement.
- (6) 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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