

Delek Logistics Partners, LP  
Form 4  
November 15, 2016

**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

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response... 0.5

(Print or Type Responses)

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

2. Issuer Name **and** Ticker or Trading  
Symbol

Delek Logistics Partners, LP [DKL]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

7102 COMMERCE WAY

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

11/11/2016

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

(Street)

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

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

BRENTWOOD, TN 37027

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                              | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Units<br>representing<br>limited<br>partner<br>interests | 11/11/2016                              |                                                             | P(1)                                 | 9,635 A                                                                 | \$ 22.947<br>(2)                                                                                                   | 14,808,151<br>(3) (4) (5)                                               | D                                                                 |
| Common<br>Units<br>representing<br>limited<br>partner<br>interests | 11/11/2016                              |                                                             | P(1)                                 | 2,161 A                                                                 | \$<br>23.2523<br>(6)                                                                                               | 14,810,312<br>(3) (4) (5)                                               | D                                                                 |

## Edgar Filing: Delek Logistics Partners, LP - Form 4

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

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

## Signatures

/s/ Amber Ervin, Vice  
President 11/15/2016

\_\_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 were effected pursuant to a Rule 10b-18 agreement entered into by Delek Marketing & Supply, LLC ("Delek Marketing") on November 9, 2016.

- The price reflects the weighted average purchase price of multiple transactions ranging from a low purchase price of \$22.25 per unit to a high purchase price of \$23.10 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.

- (3) This Form 4 is being filed jointly by Delek US Holdings, Inc. ("Delek US"), Lion Oil Company ("Lion Oil"), Delek Marketing and Delek Logistics GP, LLC ("Delek GP"). Lion Oil and Delek Marketing are wholly owned subsidiaries of Delek US. Lion Oil and Delek Marketing respectively own 12,611,465 and 2,198,847 common units representing limited partner interests in Delek Logistics Partners, LP (the "Issuer").

- (4) 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.

- (5) Delek GP owns approximately 496,054 general partner units, representing its 2.0% general partner interest in the Issuer, as well as its incentive distribution rights.

- The price reflects the weighted average purchase price of multiple transactions ranging from a low purchase price of \$23.25 per unit to a high purchase price of \$23.30 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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