

Delek Logistics Partners, LP
Form SC 13D/A
November 10, 2016

SCHEDULE 13D
(Rule 13d-101)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Delek Logistics Partners, LP
(Name of Issuer)

Common Units Representing Limited Partner Interests
(Title of Class of Securities)

24664T 103
(CUSIP Number)

Amber Ervin
7102 Commerce Way
Brentwood, Tennessee 37027
Telephone: (615) 771-6701
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 8, 2016
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to * the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 24664T 103

Name of reporting person
S.S. OR I.R.S.

(1) IDENTIFICATION NO. OF
ABOVE PERSON

Delek US Holdings, Inc.

(2) Check the appropriate box if a
member of a group
(a) (b)

(3) SEC use only

Source of funds

(4) OO (please see Item 3)

(5) Check Box if disclosure of legal
proceedings is required pursuant
to Items 2(d) or 2(e)

(6)
Citizenship or place of
organization

Delaware

Number of shares beneficially owned by each reporting person with: (7) Sole voting power 14,798,516 common units
(8) Shared voting power 0
(9) Sole dispositive power 14,798,516 common units
(10) Shared dispositive power 0

(11) Aggregate amount beneficially
owned by each reporting person

14,798,516 common units

(12) Check Box if the aggregate
amount in Row (11) excludes
certain shares

(13)
Percent of class represented by
amount in Row 11*

Approximately 60.9%

(14) Type of reporting person
HC; CO

*Based on the number of Common Units (24,306,667) issued and outstanding as of November 7, 2016, as reported to the Reporting Persons by the Issuer.

CUSIP No. 24664T 103

Name of reporting person

S.S. OR I.R.S.

- (1) IDENTIFICATION NO. OF ABOVE PERSON

Lion Oil Company

Check the appropriate box if a

- (2) member of a group

(a) (b)

- (3) SEC use only

Source of funds

- (4)

OO (please see Item 3)

- (5) Check Box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of

- (6) organization

Arkansas

Sole voting power

- (7)

Number of 12,611,465 common units

shares Shared voting power

beneficially

owned by 0

each Sole dispositive power

reporting

person 12,611,465 common units

with: Shared dispositive power

- (10)

0

- (11) Aggregate amount beneficially owned by each reporting person

12,611,465 common units

- (12) Check Box if the aggregate amount in Row (11) excludes certain shares

- (13) Percent of class represented by amount in Row 11*

Approximately 51.9%
Type of reporting person

(14)

CO

*Based on the number of Common Units (24,306,667) issued and outstanding as of November 7, 2016, as reported to the Reporting Persons by the Issuer.

CUSIP No. 24664T 103

Name of reporting person
S.S. OR I.R.S.
IDENTIFICATION NO. OF

(1) ABOVE PERSON

Delek Marketing & Supply,
LLC

Check the appropriate box if a
member of a group

(2) (a) (b)

(3) SEC use only

Source of funds

(4) OO (please see Item 3)

Check Box if disclosure of legal
proceedings is required pursuant
to Items 2(d) or 2(e)

(5)
Citizenship or place of
organization

(6) Delaware
Sole voting power

Number of 2,187,051 common units
shares Shared voting power
beneficially

owned by 0
each Sole dispositive power
reporting

person 2,187,051 common units
with: Shared dispositive power

(9) 0
(10) 0
Aggregate amount beneficially
owned by each reporting person

(11) 2,187,051 common units
Check Box if the aggregate
amount in Row (11) excludes
certain shares

(12)
Percent of class represented by
amount in Row 11*

(13) Approximately 9.0%
(14) Type of reporting person

OO - limited liability company

*Based on the number of Common Units (24,306,667) issued and outstanding as of November 7, 2016, as reported to the Reporting Persons by the Issuer.

This Amendment No. 2 (this "Amendment No. 2") to Schedule 13D is filed by (i) Delek Marketing & Supply, LLC, a Delaware limited liability company ("Delek Marketing"), (ii) Lion Oil Company, an Arkansas corporation ("Lion Oil"), and (iii) Delek US Holdings, Inc., a Delaware corporation ("Delek" and together with Delek Marketing and Lion Oil, the "Reporting Persons") as an amendment to the Schedule 13D filed with the Securities and Exchange Commission on November 20, 2012 (the "Initial 13D"), as amended on March 2, 2016 ("Amendment No. 1") (the Initial 13D, Amendment No. 1 and this Amendment No. 2 may be collectively referred to herein as the "Schedule 13D"). This Amendment No. 2 relates to common units representing limited partner interests ("Common Units") in Delek Logistics Partners, LP, a Delaware limited partnership (the "Issuer"). Only those items of the Schedule 13D that are being amended hereby are included herein.

Item 2. Identity and Background

Item 2 is hereby amended by replacing Exhibit A to the Initial 13D and Exhibit 1 of Amendment No. 1 with Schedule I hereto. References to Exhibit A in Item 2 of the Initial 13D and in Item 2 of Amendment No. 1 are hereby amended to refer to Schedule I hereto.

Item 4. Purpose of Transaction

Item 4(a) is hereby amended and supplemented by adding the following at the end thereof:

On November 8, 2016, Delek issued a press release announcing a unit purchase program in which it may purchase up to \$30 million of the Issuer's outstanding Common Units. This authorization, which may be executed through 10b5-1 or similar plans and may be executed by Delek or its subsidiaries, will remain in place until the authorized amount is fully utilized. At the discretion of Delek, the program may be suspended or terminated at any time. The program does not require the Reporting Persons to purchase any specific number of Common Units, and may be modified, suspended or terminated at any time without notice. Common Unit purchases made under the program will not impact total units outstanding.

Item 5. Interest in Securities of the Issuer

Item 5(a) is hereby amended and restated in its entirety as follows:

(a) (1) Delek Marketing is the record and beneficial owner of 2,187,051 Common Units, which, based on there being 24,306,667 Common Units outstanding as of November 7, 2016, represents approximately 9.0% of the outstanding Common Units of the Issuer.

(2) Lion Oil is the record and beneficial owner of 12,611,465 Common Units, which, based on there being 24,306,667 Common Units outstanding as of November 7, 2016, represents approximately 51.9% of the outstanding Common Units of the Issuer.

(3) Delek does not directly own any Common Units of the Issuer; however, as the sole member of Delek Marketing and the sole stockholder of Lion Oil, it may be deemed to beneficially own the 14,798,516 Common Units held of record by Delek Marketing and Lion Oil, which based on there being 24,306,667 Common Units outstanding as of November 7, 2016, represents approximately 60.9% of the outstanding Common Units of the Issuer.

(4) In addition, as of the date of this report, certain of the Covered Individuals beneficially own the number and percentage of Common Units set forth in the following table.

| Name | Common Units Beneficially Owned | Percentage of Class Beneficially Owned |
|-----------------------|---------------------------------------|---|
| Ezra Uzi Yemin | 224,259 | * |
| Assaf Ginzburg | 18,559 | * |
| Frederec C. Green | 72,653 | * |
| Donald N. Holmes | 15,126 | * |
| Gary M. Sullivan, Jr. | 10,188 | * |
| Daniel Gordon | 3,736 | * |
| Mark B. Cox | 26,688 | * |

* Less than 1% of the class beneficially owned.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer
Item 6 is hereby amended and supplemented by incorporating by reference herein the information provided or incorporated by reference in Item 4.

Item 7. Material to Be Filed as Exhibits

EXHIBIT 1 Press Release issued on November 8, 2016 announcing purchase program.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: November 9, 2016

DELEK US HOLDINGS, INC.

By: /s/ Assaf Ginzburg

Name: Assaf Ginzburg

Title: Executive Vice President and Chief Financial Officer

DELEK MARKETING & SUPPLY, LLC

By: /s/ Assaf Ginzburg

Name: Assaf Ginzburg

Title: Executive Vice President and Chief Financial Officer

LION OIL COMPANY

By: /s/ Assaf Ginzburg

Name: Assaf Ginzburg

Title: Executive Vice President and Chief Financial Officer

Schedule I

Directors and Executive Officers of Delek US Holdings, Inc.

| Name | Principal Occupation | Citizenship |
|-----------------------|---|----------------------|
| Ezra Uzi Yemin | Chairman, President and Chief Executive Officer | United States/Israel |
| William J. Finnerty | Director | United States |
| Carlos E. Jorda | Director | United States |
| Charles H. Leonard | Director | United States |
| Gary M. Sullivan, Jr. | Director | United States |
| Shlomo Zohar | Director | Israel |
| Assaf Ginzburg | Executive Vice President and Chief Financial Officer | United States/Israel |
| Frederec C. Green | Executive Vice President | United States |
| Donald N. Holmes | Executive Vice President | United States |
| Mark D. Smith | Executive Vice President | United States |
| Daniel L. Gordon | Executive Vice President | United States |
| Anthony L. Miller | Executive Vice President | United States |
| Avigal Soreq | Executive Vice President | Israel/Germany |
| Mark B. Cox | Executive Vice President and Chief Administrative Officer | United States |

Executive Officers of Delek Marketing & Supply, LLC

| Name | Position | Citizenship |
|-------------------|--|----------------------|
| Ezra Uzi Yemin | President and Chief Executive Officer | United States/Israel |
| Assaf Ginzburg | Executive Vice President and Chief Financial Officer | United States/Israel |
| Frederec C. Green | Executive Vice President | United States |
| Donald N. Holmes | Executive Vice President | United States |
| Mark D. Smith | Executive Vice President | United States |
| Daniel L. Gordon | Executive Vice President | United States |
| Anthony L. Miller | Executive Vice President | United States |
| Avigal Soreq | Executive Vice President | Israel/Germany |
| Mark B. Cox | Executive Vice President | United States |

Directors and Executive Officers of Lion Oil Company

| Name | Position | Citizenship |
|-------------------|--|----------------------|
| Ezra Uzi Yemin | Chairman and Chief Executive Officer | United States/Israel |
| Assaf Ginzburg | Director, Executive Vice President and Chief Financial Officer | United States/Israel |
| Frederec C. Green | Director, President and Chief Operations Officer | United States |
| Donald N. Holmes | Executive Vice President | United States |
| Mark D. Smith | Executive Vice President | United States |
| Daniel L. Gordon | Executive Vice President | United States |
| Avigal Soreq | Executive Vice President | Israel/Germany |
| Mark B. Cox | Executive Vice President | United States |

EXHIBIT INDEX

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