

VALERO ENERGY CORP/TX
Form 4
January 10, 2019

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
VALERO ENERGY CORP/TX

2. Issuer Name and Ticker or Trading Symbol
VALERO ENERGY PARTNERS LP [VLP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE VALERO WAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2019

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

SAN ANTONIO, TX 78249

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ 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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common units representing limited partner interests ⁽¹⁾	01/10/2019		J ⁽²⁾		22,493,484 ⁽²⁾	A	\$ 42.25 ⁽²⁾
					46,768,586 ^{(1) (2) (3)}	I ^{(1) (3)}	See footnotes ^{(1) (3)}

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

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(2) Pursuant to the Agreement and Plan of Merger dated as of October 18, 2018, by and among Valero, Forest Merger Sub, LLC ("Merger Sub"), the Partnership and the General Partner, the Merger Sub merged with and into the Partnership (the "Merger"), with the Partnership surviving the Merger and continuing to exist as a Delaware limited partnership. At the at the effective time of the Merger (the "Effective Time"), each Common Unit, other than Common Units owned by Valero and its subsidiaries, was converted into the right to receive \$42.25 per Common Unit in cash without any interest thereon and all such Common Units were automatically cancelled and ceased to exist.

(3) In certain circumstances, if the General Partner is removed as the general partner of the Partnership, the General Partner will have the right to convert its general partner interest and its incentive distribution rights into Common Units as set forth in the Partnership's partnership agreement.

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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