

NGL Energy Partners LP
 Form 4/A
 August 03, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 SemStream, L.P.

2. Issuer Name and Ticker or Trading Symbol
 NGL Energy Partners LP [NGL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 TWO WARREN PLACE, 6120
 SOUTH YALE AVENUE, SUITE
 700

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/19/2012

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

(Street)
 TULSA, OK 74136-4216

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/21/2012

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Units	06/19/2012		J ⁽¹⁾	201,378 A \$ 0	9,133,409	D ⁽²⁾	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SemStream, L.P. TWO WARREN PLACE 6120 SOUTH YALE AVENUE, SUITE 700 TULSA, OK 74136-4216		X		
SemOperating G.P., L.L.C. TWO WARREN PLACE 6120 SOUTH YALE AVENUE, SUITE 700 TULSA, OK 74136-4216		X		
SemGroup Corp TWO WARREN PLACE 6120 SOUTH YALE AVENUE, SUITE 700 TULSA, OK 74136-4216		X		

Signatures

/s/ Robert N. Fitzgerald, Senior Vice President and CFO of SemGroup Corporation, sole member of SemOperating G.P., L.L.C., general partner of SemStream, L.P.	08/03/2012
__Signature of Reporting Person	Date
/s/ Robert N. Fitzgerald, Senior Vice President and CFO of SemGroup Corporation, sole member of SemOperating G.P., L.L.C.	08/03/2012
__Signature of Reporting Person	Date
/s/ Robert N. Fitzgerald, Senior Vice President and CFO of SemGroup Corporation	08/03/2012
__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)

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Issued by NGL Energy Partners LP ("NGL"), based on a value of \$21.50 per common unit, to SemStream, L.P., as a member of NGL Energy Holdings LLC ("Holdings") pursuant to certain redemption and contribution transactions among NGL, Holdings and the members of Holdings in connection with the consummation of the transactions contemplated by (i) the Agreement and Plan of Merger, dated as of May 18, 2012, by and among NGL, Holdings, HSELP LLC, High Sierra Energy, LP and High Sierra Energy GP, LLC (the "HSE General Partner") and (ii) the Agreement and Plan of Merger, dated as of May 18, 2012, by and among Holdings, HSEGP LLC and the HSE General Partner.

- These common units are indirectly owned by SemOperating G.P., L.L.C., the sole general partner of SemStream, L.P., and by SemGroup Corporation, the sole limited partner of SemStream, L.P. and the sole member of SemOperating G.P., L.L.C. These entities may be deemed to be indirect beneficial owners of the reported securities.
- (2)

Remarks:

The sole purpose of this Amendment to Form 4 is to add SemOperating G.P., L.L.C. and SemGroup Corporation as joint filers.

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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