

NGL Energy Partners LP
Form 8-K/A
March 13, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **December 31, 2012**

NGL ENERGY PARTNERS LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35172
(Commission File Number)

27-3427920
(I.R.S. Employer
Identification No.)

**6120 South Yale Avenue
Suite 805
Tulsa, Oklahoma 74136**

(Address of principal executive offices) (Zip Code)

(918) 481-1119

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240-14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240-14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))
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This Current Report on Form 8-K/A amends and supplements the Current Report on Form 8-K of NGL Energy Partners LP, filed with the Securities and Exchange Commission on January 7, 2013 (the **Form 8-K**), which reported under Item 2.01 the completion of a business combination with Third Coast Towing, LLC (**Third Coast**). This amendment is filed to provide the financial statements of Third Coast and the pro forma financial information of NGL Energy Partners LP for such transaction as required by Item 9.01. Except as set forth below, all Items of the previously filed Form 8-K are unchanged.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired

The audited financial statements of Third Coast as of December 31, 2011 and for the two years then ended, and the unaudited financial statements of Third Coast as of September 30, 2012 and for the nine months ended September 30, 2012 and 2011, and the related notes, are filed as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K/A and incorporated herein by reference.

(b) Pro Forma Financial Information

The unaudited pro forma condensed consolidated balance sheet as of September 30, 2012, the unaudited pro forma condensed consolidated statement of operations for the year ended March 31, 2012, and the unaudited pro forma condensed consolidated statement of operations for the six months ended September 30, 2012 of NGL Energy Partners LP and the related notes are filed as Exhibit 99.3 to this Current Report on Form 8-K/A and incorporated herein by reference.

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(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 23.1 | Consent of Roloff, Hnatek and Co., L.L.P., dated March 13, 2013 |
| 99.1 | The audited financial statements of Third Coast as of December 31, 2011 and for the two years then ended and the related notes |
| 99.2 | The unaudited financial statements of Third Coast as of September 30, 2012 and for the nine months ended September 30, 2012 and 2011 and the related notes |
| 99.3 | The unaudited pro forma condensed consolidated balance sheet as of September 30, 2012, the unaudited pro forma condensed consolidated statement of operations for the year ended March 31, 2012, and the unaudited pro forma condensed consolidated statement of operations for the six months ended September 30, 2012 of NGL Energy Partners LP and the related notes |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NGL ENERGY PARTNERS LP

By: NGL Energy Holdings LLC,
its general partner

Date: March 13, 2013

By: /s/ H. Michael Krimbill
H. Michael Krimbill
Chief Executive Officer and
Chief Financial Officer

EXHIBIT INDEX

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