

Delek US Holdings, Inc.
Form 4
July 03, 2017

FORM 4

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

OMB APPROVAL

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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 *
Green Frederec

(Last) (First) (Middle)

7102 COMMERCE WAY

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Delek US Holdings, Inc. [DK]

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP / COO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 07/01/2017 | | D | 210,170 D | 0 | D | |

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)

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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 Security (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------|-----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of S |
| Stock Appreciation Right | \$ 6.98 | 07/01/2017 | | D | 3,250 | (2) 06/10/2020 | Common Stock | 3,250 | |
| Stock Appreciation Right | \$ 14.25 | 07/01/2017 | | D | 4,875 | (2) 06/10/2021 | Common Stock | 4,875 | |
| Employee Stock Option (Right to Buy) | \$ 9.17 | 07/01/2017 | | D | 15,000 | (3) 06/10/2019 | Common Stock | 15,000 | |
| Employee Stock Option (Right to Buy) | \$ 9.17 | 07/01/2017 | | D | 2,177 | (3) 05/09/2016(4) | Common Stock | 2,177 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Green Frederec 7102 COMMERCE WAY BRENTWOOD, TN 37027 | | | EVP / COO | |

Signatures

/s/ Frederec Green
 07/03/2017
 **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).
 Pursuant to the Agreement and Plan of Merger, dated as of January 2, 2017, as amended, by and among Delek US Holdings, Inc. ("Old Delek"), Alon USA Energy, Inc., and certain other parties thereto (the "Merger Agreement"), each outstanding share of common stock of (1) Old Delek was exchanged on a one-for-one basis for a share of common stock of Delek Holdco, Inc., which was renamed Delek US Holdings, Inc. ("New Delek") in connection with the mergers provided for in the Merger Agreement.

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- (2) Pursuant to the Merger Agreement, each Stock Appreciation Right ("SAR"), whether vested or unvested, was automatically converted into an equivalent New Delek SAR.
- (3) Pursuant to the Merger Agreement, each stock option, whether vested or unvested, was automatically converted into an equivalent New Delek stock option.
- (4) The correct expiration date for the stock option is June 10, 2018.

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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