Porter Stuart D
Form 5
May 28, 2013

FORM 5

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

ANNUAL 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

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).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
NGL Holdings, Inc.

(Last) (First) (Middle)

200 CLARENDON ST.,Â 25TH FLOOR

(Street)

BOSTON,Â MAÂ 02116

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/31/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

___ Form Filed by One Reporting Person
_X_ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Units	06/19/2012	Â	P4	545,602	A (1)	$ 0	1,807,944	D (2)	Â

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

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

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. of D Se Be O E Is Fi (I
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NGL Holdings, Inc. 200 CLARENDON ST. 25TH FLOOR BOSTON,Â MAÂ 02116	Â X	Â	Â	Â
Porter Stuart D 200 CLARENDON ST. 25TH FLOOR BOSTON,Â MAÂ 02116	Â X	Â	Â	Â

Signatures

NGL Holdings, Inc. /s/ Paul Winters, Director	05/28/2013
**Signature of Reporting Person	Date
/s/ Stuart D. Porter	05/28/2013
**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) Issued by NGL Energy Partners LP ("NGL"), based on a value of $21.50 per common unit, to NGL Holdings, Inc. ("Holdings Inc."), as a member of NGL Energy Holdings LLC ("Energy Holdings") pursuant to certain redemption and contribution transactions among NGL, Energy Holdings and the members of Energy 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, Energy 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 Energy Holdings, HSEGP LLC and the HSE General Partner.

(2) These units are owned directly by Holdings Inc. Holdings Inc. is 100% owned by Denham Commodity Partners Fund II LP, which is managed by its general partner, Denham Commodity Partners GP II LP, which is owned by the employees of Denham Capital Management LP and is controlled by its general partner, Denham GP II LLC, which is in turn owned by Stuart D. Porter. Denham Capital Management LP, of which Stuart D. Porter is Chairman and CEO, acts as the investment advisor for Denham Commodity Partners Fund II LP. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of their

pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or any other purpose.

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Remarks:

AtÂ theÂ timeÂ ofÂ thisÂ transaction,Â WilliamÂ A.Â ZartlerÂ wasÂ aÂ memberÂ ofÂ theÂ boardÂ ofÂ directorsÂ ofÂ c

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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