

Delek US Holdings, Inc.
Form 4
May 20, 2014

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Delek Hungary Holding LTD
Liability CO

(Last) (First) (Middle)

7, GIBOREI ISRAEL STREET,
P.O.B. 8464, INDUSTRIAL ZONE
SOUTH

(Street)

NETANYA, L3 42504

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1)	(A) or (D)	Price \$ (2)
Common Stock	05/20/2014		S		10,580,000 (1)	D	29.1 (2)
					4,456,432 (3)	D (3)	

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)**

Edgar Filing: Delek US Holdings, Inc. - Form 4

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 Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Delek Hungary Holding LTD Liability CO 7, GIBOREI ISRAEL STREET, P.O.B. 8464 INDUSTRIAL ZONE SOUTH NETANYA, L3 42504		X		
Delek Petroleum, Ltd. 7, GIBOREI ISRAEL STREET, P.O.B. 8464 INDUSTRIAL ZONE SOUTH NETANYA, L3 42504		X		
Delek Group, Ltd. 7, GIBOREI ISRAEL STREET, P.O.B. 8464 INDUSTRIAL ZONE SOUTH NETANYA, L3 42504		X		
Sharon Itshak 7, GIBOREI ISRAEL STREET P.O.B. 8464, INDUSTRIAL ZONE SOUTH NETANYA, L3 42504		X		

Signatures

/s/ Leora Pratt Levin,
Attorney-In-Fact

05/20/2014

**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) This Form 4 is filed jointly by Delek Hungary Holding Limited Liability Company ("Delek Hungary"), Delek Petroleum, Ltd. ("Delek Petroleum"), Delek Group, Ltd. ("Delek Group") and Itshak Sharon. On May 20, 2014, Delek Hungary sold 10,580,000 shares of Common Stock of Delek US Holdings, Inc. ("Delek US") in an underwritten secondary offering (the "Offering"). Delek Petroleum, Delek

Edgar Filing: Delek US Holdings, Inc. - Form 4

Group and Mr. Sharon disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.

- (2) The price represents the public offering price of \$30.00 per share less the underwriters' discount of \$0.90 per share.

- (3) Represents shares directly owned by Delek Hungary. Delek Hungary is a subsidiary of Delek Petroleum and Delek Group. Mr. Sharon has voting and investment control over Delek Group, the parent company of Delek Petroleum and Delek Hungary, through corporations that he controls. Delek Petroleum, Delek Group and Mr. Sharon disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.

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

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