

Delek Logistics Partners, LP
Form 4
February 29, 2016

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
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(Print or Type Responses)

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

(Last) (First) (Middle)

7102 COMMERCE WAY

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Delek Logistics Partners, LP [DKL]

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

02/25/2016

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)
Common Units representing limited partner interests	02/25/2016		C	11,999,258 (1)	A (1) 14,798,516 (1) (2) (3)	D (4)	

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

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(9-02)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Subordinated Units representing limited partner interests	\$ 0 ⁽¹⁾	02/25/2016		C	11,999,258	⁽¹⁾	⁽¹⁾	Common Units representing limited partner interest

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Delek US Holdings, Inc. 7102 COMMERCE WAY BRENTWOOD, TN 37027		X		
Delek Marketing & Supply, LLC 7102 COMMERCE WAY BRENTWOOD, TN 37027		X		
LION OIL CO 7102 COMMERCE WAY BRENTWOOD, TN 37027		X		
Delek Logistics GP, LLC 7102 COMMERCE WAY BRENTWOOD, TN 37027		X		

Signatures

/s/ Kent B. Thomas,
Attorney-In-Fact

02/29/2016

__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) Represents the conversion of 11,999,258 subordinated units representing limited partner interests in Delek Logistics Partners, LP (the "Issuer"), which were converted into common units representing limited partner interests on a one-to-one basis upon expiration of the subordination period as set forth in the Issuer's First Amended and Restated Agreement of Limited Partnership.

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- (2) This Form 4 is being filed jointly by Delek US Holdings, Inc. ("Delek US"), Lion Oil Company ("Lion Oil"), Delek Marketing & Supply, LLC ("Delek Marketing") and Delek Logistics GP, LLC ("Delek GP"). Lion Oil and Delek Marketing are wholly owned subsidiaries of Delek US. Lion Oil and Delek Marketing respectively own 12,611,465 and 2,187,051 common units representing limited partner interests in the Issuer.
- (3) Delek GP owns approximately 495,445 general partner units, representing its 2.0% general partner interest in the Issuer, as well as its incentive distribution rights.
- (4) Delek US directly owns 100% of the outstanding ownership interests of Lion Oil and Delek Marketing. Delek US may therefore be deemed to beneficially own securities of the Issuer owned directly by Lion Oil and Delek Marketing.

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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