

RAYMOND JOHN T
Form 3/A
May 17, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â EMG NGL HC LLC | | (Month/Day/Year) | NGL Energy Partners LP [NGL] | |
| (Last) | (First) | (Middle) | 06/19/2012 | |
| 2000 MCKINNEY AVENUE,Â SUITE 1250 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 05/07/2013 |
| DALLAS,Â TXÂ 75201 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |
| | | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Units representing limited partner interests | 5,696,634 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EMG NGL HC LLC 2000 MCKINNEY AVENUE SUITE 1250 DALLAS, TX 75201 | ^ | ^ X | ^ | ^ |
| NGP Midstream & Resources, L.P. 2000 MCKINNEY AVENUE, SUITE 1250 DALLAS, TX 75201 | ^ | ^ X | ^ | ^ |
| NGP MR, L.P. 2000 MCKINNEY AVENUE, SUITE 1250 DALLAS, TX 75201 | ^ | ^ X | ^ | ^ |
| RAYMOND JOHN T THE ENERGY & MINERALS GROUP 811 MAIN STREET, SUITE 4200 HOUSTON, TX 77002 | ^ | ^ X | ^ | ^ |
| Calvert John G. 2000 MCKINNEY AVENUE, SUITE 1250 DALLAS, TX 75201 | ^ | ^ X | ^ | ^ |
| NGP MR GP, LLC 2000 MCKINNEY AVE., SUITE 1250 AUSTIN, TX 75201 | ^ | ^ X | ^ | ^ |

Signatures

EMG NGL HC, LLC By: NGP Midstream & Resources, L.P., its Member By: NGP MR, LP, its general partner By: NGP MR GP, LLC, its general partner /s/ John T. Raymond Chief Executive Officer and Managing Partner 05/15/2013

**Signature of Reporting Person Date

EMG NGL HC, LLC By: NGP Midstream & Resources, L.P., its Member By: NGP MR, LP, its general partner By: NGP MR GP, LLC, its general partner /s/ John G. Calvert Chief Operating Officer and Managing Partner 05/15/2013

**Signature of Reporting Person Date

NGP Midstream & Resources, L.P. By: NGP MR, LP, its general partner By: NGP MR GP, LLC, its general partner /s/ John T. Raymond Chief Executive Officer and Managing Partner 05/15/2013

**Signature of Reporting Person Date

NGP Midstream & Resources, L.P. By: NGP MR, LP, its general partner By: NGP MR GP, LLC, its general partner /s/ John G. Calvert Chief Operating Officer and Managing Partner 05/15/2013

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| __Signature of Reporting Person | Date |
|---|------------|
| NGP MR, L.P. By: NGP MR GP, LLC, its general partner /s/ John T. Raymond Chief Executive Officer and Managing Partner | 05/15/2013 |
| __Signature of Reporting Person | Date |
| NGP MR, L.P. By: NGP MR GP, LLC, its general partner /s/ John G. Calvert Chief Operating Officer and Managing Partner | 05/15/2013 |
| __Signature of Reporting Person | Date |
| NGP MR GP, LLC /s/ John T. Raymond Chief Executive Officer and Managing Partner | 05/15/2013 |
| __Signature of Reporting Person | Date |
| NGP MR GP, LLC /s/ John G. Calvert Chief Operating Officer and Managing Partner | 05/15/2013 |
| __Signature of Reporting Person | Date |
| /s/ John T. Raymond | 05/15/2013 |
| __Signature of Reporting Person | Date |
| /s/ John G. Calvert | 05/15/2013 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) EMG NGL HC acquired these securities on June 19, 2012 as partial merger consideration in exchange for units of High Sierra Energy, LP, based on a value of \$21.50 per common unit of NGL Energy Partners, LP and on the other terms and conditions set forth in the Agreement and Plan of Merger, dated May 18, 2012, by and among NGL Energy Partners, LP, HSELP LLC, High Sierra Energy, LP and High Sierra Energy GP, LLC.

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Remarks:

This Form 3 is being filed jointly by EMG NGL HC, LLC ("EMG NGL HC"), NGP Midstream

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.