

OCI Partners LP
Form 4
December 03, 2014

FORM 4

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

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).

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 *
Sawiris Nassef

(Last) (First) (Middle)

C/O OCI PARTNERS LP, 5470 N. TWIN CITY HIGHWAY

(Street)

NEDERLAND, TX 77627

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OCI Partners LP [OCIP]

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SEE FOOTNOTE 1

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Indirect Beneficial Ownership (Instr. 4)
Common Units (Limited Partner Interests)	12/01/2014		P	V	\$ 100,000 16.8784 <u>(2)</u>	199,851 I	See footnote <u>(1)</u>

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

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SEC 1474 (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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				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
Sawiris Nassef C/O OCI PARTNERS LP 5470 N. TWIN CITY HIGHWAY NEDERLAND, TX 77627		X		SEE FOOTNOTE 1

Signatures

/s/ Nassef
Sawiris 12/03/2014

**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) Footnote - The units of the Issuer reported on this Form 4 are directly held by a wholly-owned subsidiary of NNS Holding. NNS Holding is an exempted company incorporated in the Cayman Islands with limited liability. Its registered address is 89 Nexus Way, Camana Bay, Grand Cayman, Cayman Islands. Its principal business is holding diversified industrial and financial investments, and in connection with this, NNS Holding is, through its wholly owned subsidiaries, a significant shareholder of OCI N.V. The entire share capital of NNS Holding is held by the NNS Jersey Trust, an irrevocable trust, whose beneficiaries are principally Mr. Nassef Sawiris (the "Reporting Person") along with his descendants. (Additional information regarding the Reporting Person is provided in the Remarks.)

(2) Footnote - The price reported in Column 4 is a weighted average price. These units were purchased in multiple transactions at prices ranging from \$16.66 to \$17.00, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of units purchased at each separate price within the range set forth in this footnote.

Remarks:

The Reporting Person is the settlor of the NNS Jersey Trust. He is charged with exploring investment opportunities appropriate

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The Reporting Person may be deemed to be the beneficial owner of the units of the Issuer described herein. The Reporting Person

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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