

OCI Partners LP
Form 4
October 10, 2013

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 *
OCI USA INC.

(Last) (First) (Middle)

C/O OCI USA INC., 660 MADISON AVENUE, 19TH FLOOR

(Street)

NEW YORK, NY 10065

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/09/2013

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)

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)	10/09/2013		A	60,375,000 A \$ 0	60,375,000 (2) (3)	D (1)	

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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCI USA INC. C/O OCI USA INC. 660 MADISON AVENUE, 19TH FLOOR NEW YORK, NY 10065	X	X		
OCI N.V. MIJNWEG 1 6167 AC GELEEN P7	X	X		
OCI GP LLC C/O OCI PARTNERS LP 5470 N. TWIN CITY HIGHWAY NEDERLAND, TX 77627				REFER TO FOOTNOTE (1)

Signatures

/s/ Kevin Struve, President of OCI USA Inc.	10/10/2013
**Signature of Reporting Person	Date
/s/ Nassef Sawiris, Chief Executive Officer of OCI N.V.	10/10/2013
**Signature of Reporting Person	Date
/s/ Fady Kiama, Vice President, Chief Financial Officer of OCI GP LLC	10/10/2013
**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).

This Form 4 is filed jointly by OCI N.V., a Dutch public limited liability company ("OCI NV"), OCI USA Inc., a Delaware corporation and an indirect wholly owned subsidiary of OCI NV ("OCI USA"), and OCI GP LLC, a Delaware limited liability company and a wholly owned subsidiary of OCI USA ("OCI GP"), in connection with the closing of the Issuer's initial public offering (the "IPO") pursuant to its

(1) Registration Statement on Form S-1 (Registration No. 333 189350) (the "Registration Statement"). OCI USA owns all of the membership interests in OCI GP. OCI GP is the general partner of the Issuer. OCI NV may be deemed to indirectly own the securities of the Issuer held by OCI USA, but disclaims beneficial ownership except to the extent of its pecuniary interest therein.

(2) OCI GP owns a non-economic general partner interest in the Issuer.

As described in the Registration Statement, in connection with the closing of the IPO and the related formation transactions, OCI USA received 60,375,000 common units, representing approximately 77.5% of the outstanding common units of the Issuer. If the underwriters

(3) do not exercise their option to purchase additional common units, at the expiration of the option period, the Issuer will issue an additional 2,625,000 common units to OCI USA, and OCI USA will own 63,000,000 common units, representing approximately 78.3% of the outstanding common units of the Issuer.

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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