

OCI Partners LP  
Form 4  
November 06, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
11/04/2013

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)
			Code	V	Amount	(A) or (D)	Price
COMMON UNITS (LIMITED PARTNER INTERESTS)	11/04/2013		A		2,625,000 (2)	A	(2) 63,000,000 (2)
						D	(1)

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)

## Edgar Filing: OCI Partners LP - Form 4

**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 Beneficially (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

## 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		

## Signatures

/s/ Kevin Struve, President of OCI USA Inc. 11/06/2013  
\*\*Signature of Reporting Person Date

/s/ Nassef Sawiris, Chief Executive Officer of OCI N.V. 11/06/2013  
\*\*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).

(1) This Form 4 is filed jointly by OCI N.V., a Dutch public limited liability company ("OCI NV"), and OCI USA Inc., a Delaware corporation and an indirect wholly owned subsidiary of OCI NV ("OCI USA"), in connection with transactions relating to the Issuer's initial public offering (Registration Statement on Form S-1, Registration No. 333-189350). OCI USA owns all of the membership interests in OCI GP LLC, a Delaware limited liability company ("OCI GP"). OCI GP is a wholly owned subsidiary of OCI USA and 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)

## Edgar Filing: OCI Partners LP - Form 4

Upon the expiration of the underwriters' option to purchase 2,625,000 common units of the Issuer, such common units were issued to OCI USA for no additional consideration as part of the contribution transactions pursuant to a Contribution, Conveyance and Assumption Agreement by and among the Issuer, OCI USA and the other parties thereto. After giving effect to such deferred issuance, OCI USA owns 63,000,000 common units of the Issuer, representing an approximate 78.3% limited partner interest in 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. 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.