

OCI Partners LP
Form SC 13D
November 20, 2014

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No.)*

OCI Partners LP
(Name of Issuer)
Common Units representing Limited Partner Interests

(Title of Class of Securities)

67091N108

(CUSIP Number)

Kevin Struve

Manager, OCIP Holding LLC

c/o OCI USA Inc.

(646) 589-6180

Copy to:

Brett E. Braden, Esq.

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Latham & Watkins LLP

811 Main Street, Suite 3700

Houston, Texas 77002

Telephone: (713) 546-5300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 10, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.: 67091N108

1. Name of Reporting Person:

OCI N.V.

2. Check the Appropriate Box if a Member of Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds:

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Netherlands

Number of 7. Sole Voting Power:

Shares

Beneficially 0

Owned By

8. Shared Voting Power:

Each

Reporting 65,995,372

Person

9. Sole Dispositive Power:

With:

0

10. Shared Dispositive Power:

65,995,372

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

65,995,372

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares: "

13. Percent of Class Represented By Amount In Row (11):

79.04% (1)

14. Type of Reporting Person:

OO (Public Limited Liability Company)

(1) Based upon 80,500,000 common units of the Issuer reported to be outstanding as of September 30, 2014, as reported in the Issuer's most recent Quarterly Report on Form 10-Q filed on November 12, 2014, plus the 2,995,372 common units issued by the Issuer on November 10, 2014 pursuant to the Contribution Agreement By and Among the Issuer and OCIP Holding LLC, dated November 10, 2014.

CUSIP No.: 67091N108

1. Name of Reporting Person:

OCI USA Inc.

2. Check the Appropriate Box if a Member of Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds:

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

Number of 7. Sole Voting Power:

Shares

Beneficially 0

Owned By

8. Shared Voting Power:

Each

Reporting Person 65,995,372

Person

9. Sole Dispositive Power:

With:

0

10. Shared Dispositive Power:

65,995,372

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

65,995,372

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares:

13. Percent of Class Represented By Amount In Row (11):

79.04% (1)

14. Type of Reporting Person:

CO

(1) Based upon 80,500,000 common units of the Issuer reported to be outstanding as of September 30, 2014, as reported in the Issuer's most recent Quarterly Report on Form 10-Q filed on November 12, 2014, plus the 2,995,372 common units issued by the Issuer on November 10, 2014 pursuant to the Contribution Agreement By and Among the Issuer and OCIP Holding LLC, dated November 10, 2014.

CUSIP No.: 67091N108

1. Name of Reporting Person:

OCIP Holding LLC

2. Check the Appropriate Box if a Member of Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds:

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

Number of 7. Sole Voting Power:

Shares

Beneficially 0

Owned By

8. Shared Voting Power:

Each

Reporting 65,995,372

Person

9. Sole Dispositive Power:

With:

0

10. Shared Dispositive Power:

65,995,372

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

65,995,372

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares: "

13. Percent of Class Represented By Amount In Row (11):

79.04% (1)

14. Type of Reporting Person:

OO (Limited Liability Company)

(1) Based upon 80,500,000 common units of the Issuer reported to be outstanding as of September 30, 2014, as reported in the Issuer's most recent Quarterly Report on Form 10-Q filed on November 12, 2014, plus the 2,995,372 common units issued by the Issuer on November 10, 2014 pursuant to the Contribution Agreement By and Among the Issuer and OCIP Holding LLC, dated November 10, 2014.

Item 1. Security and Issuer

This Schedule 13D relates to common units representing limited partner interests (the Common Units) of OCI Partners LP, a Delaware limited liability company (the Issuer). The Issuer's principal executive office is located at 5470 N. Twin City Highway, Nederland, Texas 77627.

Item 2. Identity and Background

- (a) This Schedule 13D is filed 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 OCIP Holding LLC (OCIP Holding), the direct owner of the securities reported herein and a wholly owned indirect subsidiary of OCI USA. Each of the foregoing is referred to collectively as the Reporting Persons.
- (b) The principal business of OCI USA and OCIP Holding is the ownership and operation, directly or indirectly, of integrated methanol and ammonia production facilities and the investment in interests in the Issuer. OCI NV's principal businesses are the production of natural gas-based fertilizers and chemicals and as an engineering and construction contractor.
- (c) The business address of OCIP Holding and OCI USA is: 660 Madison Avenue, 19th Floor, New York, New York 10065. The business address of OCI NV is: Mijweg 1, 6167 AC, Geleen, The Netherlands.
- (d) The name, residence or business address, citizenship, present principal occupation or employment, and the name, principal business and the address of any corporation or other organization in which such employment is conducted of each director and executive officer of each of the Reporting Persons is set forth on Schedule I to this Schedule 13D.
- (e) No Reporting Person, nor any person named in Schedule I, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (f) No Reporting Person, nor any person named in Schedule I, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

OCIP Holding and the Issuer entered into a Contribution Agreement, dated as of November 10, 2014 (the Contribution Agreement), pursuant to which OCIP Holding contributed \$60.0 million as a capital contribution to the Issuer (the Capital Contribution) and the Issuer issued 2,995,372 Common Units (the Contribution Units) to OCIP Holding in exchange for the Capital Contribution. The price per unit of each Contribution Unit was \$20.0309, the

volume-weighted average trading price of the Issuer's Common Units on the New York Stock Exchange, calculated over the consecutive 20-trading day period ending on the close of trading on the trading day immediately prior to the transaction date. Prior to execution of the Contribution Agreement, OCI USA contributed \$60.0 million from its working capital as a capital contribution to Pluto Holding Limited (Pluto), a wholly-owned subsidiary of OCI USA, who in turn subsequently contributed \$60.0 million from its working capital as a capital contribution to its subsidiary, OCIP Holding. The funds contributed by Pluto were used by OCIP Holding for the Capital Contribution. The Capital Contribution constituted a draw by the Issuer under an equity commitment letter, dated November 22, 2013, between OCI USA and the Partnership that provides for up to a \$100.0 million equity commitment by OCI USA available to be drawn by the Issuer in certain circumstances.

References to, and descriptions of, the Contribution Agreement as set forth in this Item 3 and elsewhere in this Schedule 13D are qualified in their entirety by reference to the Contribution Agreement filed as Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 12, 2014.

Item 4. Purpose of Transaction

The Reporting Persons acquired the Common Units described in this Schedule 13D in exchange for the Capital Contribution in order to fund capital expenditures and other costs and expenses which will be incurred by the Issuer in connection with a debottlenecking project at its methanol and ammonia production facility.

The Reporting Persons do not currently have any plans or proposals which relate to or would result in any matters set forth in Items 4(a) through 4(j) of Schedule 13D.

Item 5. Interest in Securities of the Issuer

- (a) In connection with the formation transactions and the Issuer's initial public offering in October 2013, OCI USA held 63,000,000 Common Units, representing approximately 78.3% of the Issuer's outstanding Common Units. On April 14, 2014, OCI USA contributed the 63,000,000 Common Units to its indirect subsidiary, OCIP Holding. After giving effect to the transactions contemplated by the Contribution Agreement reported herein in Item 3, OCIP Holding acquired 2,995,372 Common Units and is currently the direct holder of an aggregate of 65,995,372 Common Units, representing approximately 79.04% of the Issuer's outstanding Common Units. The beneficial ownership percentage of the Reporting Persons is calculated based on 80,500,000 Common Units reported to be outstanding as of September 30, 2014, as reported in the Issuer's most recent Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2014, plus the 2,995,372 Common Units issued by the Issuer on November 10, 2014 pursuant to the Contribution Agreement By and Among the Issuer and OCIP Holding LLC, dated November 10, 2014.

OCIP Holding, the direct owner the securities reported herein, is a wholly owned subsidiary of OCI USA. OCI NV and OCI USA, and their direct and indirect subsidiaries, may be deemed to indirectly own the securities of the Issuer held by OCIP Holdings, but each disclaims beneficial ownership except to the extent of its respective pecuniary interest therein.

The Issuer is managed by the directors and executive officers of its general partner, OCI GP LLC (the General Partner). OCI USA has the right to appoint the board of directors and executive officers of the General Partner [and the managing member of OCIP Holding.]

OCI NV, by majority vote of its managing members, has the power to vote and dispose of the Common Units held by OCIP Holding. As such, no individual managing member is deemed to hold any beneficial ownership in the Common Units.

- (b) Except as set forth in Item 3 of this Schedule 13D, neither the Reporting Persons nor any person listed on Schedule I have effected any transactions in the Issuer's Common Units within the past 60 days.
- (c) No person other than OCI NV is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the Issuer's Common Units held in the name of the OCIP Holding and reported herein.

(d) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Apart from the Contribution Agreement and Equity Commitment Letter described in Item 3, none of the Reporting Persons nor any person named in Schedule I have entered into any contracts, arrangements, understandings or relationships with respect to securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| A | Equity Commitment Letter, dated as of November 27, 2013, between OCI Partners LP and OCI USA Inc. (incorporated by reference to Exhibit 10.8 of the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 4, 2013 (File No. 0001-36098)). |
| B | Contribution Agreement, dated as of November 10, 2014, by and among OCI Partners LP, OCI USA Inc. and OCIP Holding LLC (incorporated by reference to Exhibit 10.1 of the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 12, 2014 (File No. 001-36098)). |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 20, 2014

OCI N.V.

/s/ Nassef Sawiris
By: Nassef Sawiris
Its: Chief Executive Officer

OCI USA Inc.

/s/ Kevin Struve
By: Kevin Struve
Its: President

OCIP Holding LLC

/s/ Kevin Struve
By: Kevin Struve
Its: Manager

JOINT FILING AGREEMENT

In accordance with Rule 13(d)-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other of the attached statement on Schedule 13G and to all amendments to such statement.

IN WITNESS WHEREOF, the undersigned have executed this Joint Filing Agreement as of November 20, 2014.

OCIN.V.

/s/ Nassef Sawiris
By: Nassef Sawiris
Its: Chief Executive Officer

OCI USA Inc.

/s/ Kevin Struve
By: Kevin Struve
Its: President

OCIP Holding LLC

/s/ Kevin Struve
By: Kevin Struve
Its: Manager

Schedule I

Information regarding each director and executive officer of the Reporting Persons is set forth below.

REPORTING PERSON: OCI N.V.

| Name/Title | Affiliation with | | Principal Occupation or | |
|--------------------|---|---|---|--------------------|
| | Reporting Person | Business Address | Employment | Citizenship |
| Nassef Sawiris | Director; Chief Executive Officer of OCI N.V. | Mijnweg 1 6167 AC GELEEN The Netherlands | Chief Executive Officer OCI N.V. | Egypt |
| Salman Khalid Butt | Director; Chief Financial Officer of OCI N.V. | Mijnweg 1 6167 AC GELEEN The Netherlands | Chief Financial Officer of OCI N.V. | Pakistan |
| Osama Bishai | Chief Operating Officer of the OCI N.V. Construction Group and Chairman of OCI S.A.E. | Nile City South Tower 2005 A Corniche El Nil Cairo, Egypt | Chief Operating Officer of the OCI N.V. Construction Group and Chairman of OCI S.A.E. | United States |
| Renso Zwiars | Chief Operating Officer of OCI Fertilizer & Chemicals Group | Mijnweg 1 6167 AC GELEEN The Netherlands | Chief Operating Officer of OCI Fertilizer & Chemicals Group | The Netherlands |
| Michael L. Bennett | Independent Non-executive Director and Chairman | 4280 Sergeant Road, Suite 250 Sioux City, Iowa 51106 | Private Investor | United States |
| Jan Ter Wisch | Independent Non-executive Director and Vice Chairman | USA Hesselink van Suchtelenweg 10 6703 CV WAGENINGEN | Advisor | The Netherlands |

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| | | | | |
|-----------------------------|---|--|---|-----------------|
| Kees van der Graaf | Senior Independent Non-executive Director | The Netherlands Galileiweg 8 2333 BD LEIDEN | Chairman of the Board FSHD Unlimited | The Netherlands |
| Sipko Schat | Independent Non-executive Director | The Netherlands Sweelincklaan 74 3723 JH BILTHOVEN | Financial Advisor | The Netherlands |
| Arif Masood Naqvi | Independent Non-executive Director | The Netherlands DIFC, Gate Village 8, Level 3 P.O. Box 504905 Dubai | Founder and Group Chief Executive of The Abraaj Group | Pakistan |
| Jérôme Guiraud | Non-executive Director | UAE 4 th Floor 4 Cork Street W1S 3LG LONDON UNITED KINGDOM | Chief Executive Officer NNS Capital (UK) Limited | France |
| Robert Jan van de Kraats | Independent Non-executive Director | Diemermere 25 1112 TC DIEMEN The Netherlands | Chief Financial Officer and Vice Chairman Randstad Holding NV | The Netherlands |

**REPORTING PERSON: OCI USA INC.
Principal Occupation or Employment and**

| Name/Title | Address of Employer | Citizenship |
|-------------------|---|--------------------|
| Kevin Struve | President of OCI USA Inc. 660 Madison Avenue, 19 th Floor New York, NY 10065 | United States |

**REPORTING PERSON: OCIP HOLDING LLC
Principal Occupation or Employment and**

| Name/Title | Address of Employer | Citizenship |
|-------------------|---|--------------------|
| Kevin Struve | Manager OCIP Holding LLC 660 Madison Avenue, 19 th Floor New York, NY 10065 | United States |