

OCI Partners LP  
Form SC 13D/A  
April 17, 2017

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 3)\***

**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.**  
**660 Madison Avenue, 19th Floor**  
**New York, New York 10065**  
**(646) 589-6180**

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

**April 14, 2017**

**(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

8. Shared Voting Power:

Owned By

Each

69,497,590

Reporting 9. Sole Dispositive Power:

Person

With: 0

10. Shared Dispositive Power:

69,497,590

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

69,497,590

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

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

79.9% (1)

14. Type of Reporting Person:

OO (Public Limited Liability Company)

(1) Based upon 86,997,590 common units of the Issuer reported to be outstanding as of December 31, 2016, as reported in the Issuer's Form 10-K filed with the Securities and Exchange Commission on March 13, 2017.

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

8. Shared Voting Power:

Owned By

Each

69,497,590

Reporting 9. Sole Dispositive Power:

Person

With: 0

10. Shared Dispositive Power:

69,497,590

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

69,497,590

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

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

79.9% (1)

14. Type of Reporting Person:

CO

(1) Based upon 86,997,590 common units of the Issuer reported to be outstanding as of December 31, 2016, as reported in the Issuer's Form 10-K filed with the Securities and Exchange Commission on March 13, 2017.

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

8. Shared Voting Power:

Owned By

Each

69,497,590

Reporting 9. Sole Dispositive Power:

Person

With: 0

10. Shared Dispositive Power:

69,497,590

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

69,497,590

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

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

79.9% (1)

14. Type of Reporting Person:

OO (Limited Liability Company)

(1) Based upon 86,997,590 common units of the Issuer reported to be outstanding as of December 31, 2016, as reported in the Issuer's Form 10-K filed with the Securities and Exchange Commission on March 13, 2017.



This Amendment No. 3 to Schedule 13D ( Amendment No. 3 ) amends the Schedule 13D originally filed with the Securities and Exchange Commission (the Commission ) on November 20, 2014, as amended to date (collectively, the Schedule 13D ). Except as specifically amended by this Amendment No. 3, the information previously reported in the Schedule 13D remains unchanged. Capitalized terms used herein without definition shall have the meaning set forth in the Schedule 13D.

**Item 2. Identity and Background**

Item 2 of the Schedule 13D is hereby amended by replacing the second sentence of (c) with the following sentence: The business address of OCI N.V. is: Honthorststraat 19 1071 DC Amsterdam.

**Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby amended by adding the following paragraphs:

As previously reported, on December 6, 2016, representatives of OCI N.V. delivered a proposal to the Board of Directors of OCI GP LLC, the general partner of the Issuer (the OCIP Board ) to acquire all of the outstanding Common Units of the Issuer not already owned by the Reporting Persons in exchange for shares of common stock of the OCI N.V. at an exchange ratio of 0.5200 OCI shares for each Common Unit. After negotiations with a conflicts committee (the Conflicts Committee ) established by the OCIP Board reached an impasse, OCI N.V. informed representatives of the Conflicts Committee on April 14, 2017 that no acceptable definitive agreement could be reached.

**Item 7. Material to be Filed as Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
E	Joint Filing Agreement (incorporated by reference to Schedule 13D filed by the reporting persons on November 20, 2014)

**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: April 17, 2017

**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