

OCI Partners LP  
Form SC TO-T/A  
July 05, 2018

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**Amendment No. 4 to**

**SCHEDULE TO**

**(RULE 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**OCI Partners LP**

**(Name of Subject Company (Issuer))**

**OCIP Holding II LLC**

**(Offeror)**

**a wholly owned subsidiary of**

**OCI N.V.**

**(Names of Filing Persons)**

**Common Units Representing Limited Partner Interests**

**(Titles of Class of Securities)**

Edgar Filing: OCI Partners LP - Form SC TO-T/A

**67091N108**

**(CUSIP Numbers of Class of Securities)**

**Amendment No. 4 to**

**SCHEDULE 13E-3**

**RULE 13E-3 TRANSACTION STATEMENT**

**UNDER SECTION 13(E) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OCIP Holding II LLC**

**(Offeror)**

**a wholly owned subsidiary of**

**OCI N.V.**

**(Names of Filing Persons)**

**Common Units Representing Limited Partner Interests**

**(Titles of Class of Securities)**

**67091N108**

**(CUSIP Numbers of Class of Securities)**

**Hassan Badrawi**

**Chief Financial Officer**

**Honthorststraat 19**

**1071 DC Amsterdam**

**The Netherlands**

**Tel: +31 20 723 4535**

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

*COPIES TO:*

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**CALCULATION OF FILING FEE**

**TRANSACTION VALUATION\***

\$117,569,686.50

**AMOUNT OF FILING FEE+**

\$14,637.43

- \* Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the purchase of all outstanding common units representing limited partner interests (the Common Units ) of OCIP Partners LP, a Delaware limited partnership ( OCIP ) not owned by OCI N.V., at a purchase price of \$11.50 per Common Unit, net to the seller in cash. On June 1, 2018, 86,997,590 Common Units were outstanding, of which 76,774,139 are owned by OCI. Accordingly, this calculation assumes the purchase of 10,223,451 Common Units.
- + The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory # 1 for Fiscal Year 2018 issued by the Securities and Exchange Commission, by multiplying the transaction valuation by 0.0001245.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid: \$14,001.02

Filing party: OCI N.V.

Form or registration No.: SC TO-T

Date filed: June 4, 2018

Amount previously paid: \$636.41

Filing party: OCI N.V.

Form or registration No.: SC TO-T/A

Date filed: June 19, 2018

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

Third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

Going-private transaction subject to Rule 13e-3.

Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)



**This Amendment No. 4 (this Amendment ) amends and supplements the Tender Offer Statement and Rule 13E-3 Transaction Statement originally filed under cover of Schedule TO on June 4, 2018 (the Schedule TO ) by OCIP Holding II LLC, a Delaware limited liability company ( Holdings II ), and OCI N.V., a Dutch public limited company (together with Holdings II, OCI, except where the context requires that OCI refers only to OCI N.V.). The Schedule TO relates to the offer by Holdings II to purchase all of the outstanding common units representing limited partner interests (the Units ) of OCI Partners LP, a Delaware limited partnership ( OCIP ), not currently held by OCI or its affiliates, upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 4, 2018 (as amended and supplemented, the Offer to Purchase ), the related letter of transmittal and the related notice of guaranteed delivery (which, together with any amendments or supplements thereto, collectively constitute the Offer ). All capitalized terms used in this Amendment No. 4 without definition have the meanings ascribed to them in the Offer to Purchase.**

Except as otherwise set forth below, the information set forth in the Schedule TO remains unchanged and is incorporated by reference into this Amendment.

The items of the Schedule TO set forth below are hereby amended and supplemented as follows:

**Item 1 through 9, 11, 13.**

The Offer expired at 5:00 p.m., Eastern Time, on July 3, 2018. According to Computershare Trust Company, N.A., the Depository for the Offer, a total of 9,290,248 Units were validly tendered in the Offer, including 42,661 Units subject to guaranteed delivery. OCI and Holdings II have accepted for payment all Units that were validly tendered in the Offer and will make payment to the Depository for the accepted Units in accordance with the terms of the Offer.

The number of Units validly tendered prior to 5:00 p.m., New York City time, on the Expiration Date satisfies the condition that, following the closing of the Offer, OCI and its affiliates own at least 78,297,832 Common Units, representing greater than 90% of the outstanding Units. OCI intends to exercise its right pursuant to Section 15.1 of the First Amended and Restated Agreement of Limited Partnership of OCIP, to purchase all of the remaining Units that were not tendered in the Offer and remain outstanding on July 3, 2018 (the Buyout ). OCI will mail to each unitholder of record who did not tender its Units in the Offer a notice of its election to purchase such Units pursuant to Section 15.1 of the First Amended and Restated Agreement of Limited Partnership of OCIP, and such holder will receive, for each Unit, the price paid by OCI for the Units in the Offer.

Upon the consummation of the Buyout, OCI will own all of the economic interests of OCIP and will be entitled to all of the benefits resulting from those interests. In addition, the Units will cease to be listed on the New York Stock Exchange or publicly traded.

**Item 12. Exhibits**

(a)(1)(ix) Press Release, dated July 4, 2018, issued by OCI

**SIGNATURE**

After due 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.

Date: July 5, 2018

OCI N.V.

By: /s/ Hassan Badrawi

Name: Hassan Badrawi

Title: Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(ix)	Press Release, dated July 4, 2018, issued by OCI