

OCI Partners LP
Form 4
April 21, 2015

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 *
OCIP HOLDING LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/17/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10065

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units (Limited Partner Interests)	04/17/2015		A		3,502,218 <u>(1)</u>	A	\$ 17.132 <u>(1)</u>
					69,497,590	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCIP HOLDING LLC C/O OCI USA INC. 660 MADISON AVENUE, 19TH FLOOR NEW YORK, NY 10065	X	X		
OCI N.V. 6167 AC GELEEN MIJNWEG 1, P7 MIJNWEG 1	X	X		
OCI USA INC. C/O OCI USA INC. 660 MADISON AVENUE, 19TH FLOOR NEW YORK, NY 10065	X	X		

Signatures

OCIP Holding LLC: By: /s/ Kevin Struve, Manager	04/17/2015
**Signature of Reporting Person	Date
OCI N.V.: By: /s/ Nassef Sawiris, Chief Executive Officer	04/17/2015
**Signature of Reporting Person	Date
OCI USA Inc.: By: /s/ Kevin Struve, President	04/17/2015
**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).

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- Pursuant to a Contribution Agreement by and among the Issuer, OCI USA Inc. ("OCI USA") and OCIP Holding, LLC ("OCIP Holding"), 3,502,218 Common Units of the Issuer were issued to OCIP Holding in exchange for a capital contribution of \$60.0 million
- (1) by OCIP Holding to the Issuer. The price per unit of each contributed unit was \$17.132, the volume-weighted average trading price of the Issuer's Common Units on the New York Stock Exchange, calculated over the consecutive 21-trading day period ending on the close of trading on the trading day immediately prior to the transaction date.

Remarks:

OCI N.V. is a Dutch public limited liability company ("OCI NV"). OCI USA is an indirect wholly owned subsidiary of OCI N.V.

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.