

OCI Partners LP  
Form 8-K  
June 19, 2018

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

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

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Date of Report: June 19, 2018

(Date of earliest event reported)

OCI Partners LP

(Exact name of registrant as specified in its charter)

Delaware 001-36098 90-0936556

(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation) File Number) Identification No.)

Mailing Address: Physical Address:

P.O. Box 1647 5470 N. Twin City Highway

Nederland, Texas 77627 Nederland, Texas 77627

(Address of principal executive offices and zip code)

(409) 723-1900

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 8.01 Other Events

On June 19, 2018, OCI Partners LP (“OCIP”) issued a press release announcing that the conflicts committee of the board of directors of OCIP’s general partner has recommended, on behalf of OCIP, that OCIP’s common unitholders accept the previously announced tender offer by OCI N.V. (“OCI”) to purchase all of the outstanding common units representing limited partners interests in OCIP not currently owned by OCI. The press release is attached as Exhibit 99.1.

Item 9.01 Financial Statement and Exhibits

(d) Exhibits

Exhibit No. Description

99.1 Press Release of OCIP, dated June 19, 2018

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OCI Partners LP

By: OCI GP LLC, its general partner

Dated: June 19, 2018 By: /s/ Ahmed El-Hoshy  
Ahmed El-Hoshy  
President and Chief Executive Officer