

OCI Partners LP
Form 4
December 28, 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 *
Sawiris Nassef

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)
12/23/2015

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

C/O OCI PARTNERS LP, 5470 N. TWIN CITY HIGHWAY

See Remarks

(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

NEDERLAND, TX 77627

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units (Limited Partner Interests)	12/23/2015		P		7,118	A	\$ 6.9571 (1)
							380,392
							I
							Refer to Footnote (2) (3)
Common Units (Limited Partner Interests)	12/24/2015		P		1,395	A	\$ 6.9957 (4)
							381,787
							I
							Refer to Footnotes (2) (3)

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

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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 Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sawiris Nassef C/O OCI PARTNERS LP 5470 N. TWIN CITY HIGHWAY NEDERLAND, TX 77627	X			See Remarks

Signatures

/s/ Fady Kiama, Attorney-in-Fact for Nassef Sawiris
 **Signature of Reporting Person
 Date 12/28/2015

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).
- (1) The price reported in Column 4 is a weighted average price. The units were purchased in multiple transactions at prices ranging from \$6.84 to \$7.00, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of units purchased at each separate price within the range set forth in this footnote.
- (2) The units of the Issuer reported on this Form 4 are held by a direct or indirect wholly-owned subsidiary of NNS Holding. NNS Holding is an exempted company incorporated in the Cayman Islands with limited liability. Its registered address is 89 Nexus Way, Camana Bay, Grand Cayman, Cayman Islands. Its principal business is holding diversified industrial and financial investments, and in connection with this, NNS Holding is, through its wholly owned subsidiaries, a significant shareholder of OCI N.V. The entire share capital of NNS Holding is held by the NNS Jersey Trust, an irrevocable trust, whose beneficiaries are principally Mr. Nassef Sawiris (the "Reporting Person") along with his descendants. The Reporting Person is the settlor of the NNS Jersey Trust. He is charged with

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exploring investment opportunities appropriate for NNS Holding based on his investment expertise.

- (3) The Reporting Person may be deemed to be the beneficial owner of the units of the Issuer described herein. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of all such equity securities covered by this statement.

- (4) The price reported in Column 4 is a weighted average price. The units were purchased in multiple transactions at prices ranging from \$6.99 to \$7.00, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of units purchased at each separate price within the range set forth in this footnote.

Remarks:

The Reporting Person is a director of OCI GP LLC, the general partner of the Issuer (the "General Partner"). The Issuer is mar

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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