

NGL Energy Partners LP
Form 8-A12B
May 09, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

NGL ENERGY PARTNERS LP

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

27-3427920
(I.R.S. Employer Identification No.)

6120 South Yale Avenue

Suite 805

Tulsa, Oklahoma 74136

(Address of principal executive offices and zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**
Common Units Representing Limited Partner Interests

**Name of each exchange on which
each class is to be registered**
New York Stock Exchange

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. o

Securities Act registration statement file number to which this form relates (if applicable): **333-172186**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered

The description of the common units representing limited partner interests in NGL Energy Partners LP (the **Registrant**) set forth under the captions Summary The Offering, Our Cash Distribution Policy and Restrictions on Distributions, Provisions of Our Partnership Agreement Relating to Cash Distributions, Description of the Common Units, The Partnership Agreement, Units Eligible for Future Sale and Material Tax Consequences in the prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-172186), as amended (the **Registration Statement**) filed under the Securities Act of 1933, as amended (the **Securities Act**), and in any prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act in connection with the Registration Statement, is incorporated by reference into this Form 8-A.

Item 2. Exhibits

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The New York Stock Exchange and the securities being registered on this form are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 9, 2011

NGL ENERGY PARTNERS LP

By: NGL Energy Holdings LLC,
its general partner

By: /s/ H. Michael Krimbill
H. Michael Krimbill
Chief Executive Officer