

Alon USA Energy, Inc.
Form SC 13D/A
February 03, 2016

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

SCHEDULE 13D
(Amendment No. 2)

Under the Securities Exchange Act of 1934*

Alon USA Energy, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

020520102
(CUSIP Number)

Kent B. Thomas
Delek US Holdings, Inc.
7102 Commerce Way
Brentwood, Tennessee 37027
(615) 771-6701
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 29, 2016
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 020520102

13D

NAME OF REPORTING PERSONS.

I.R.S. Identification No. of above persons (entities only).

1

Delek US Holdings, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

BK, WC, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7

33,691,292

8

SHARED VOTING POWER

0

9

SOLE DISPOSITIVE POWER

33,691,292

10

SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

33,691,292

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

47.5% based on 70,960,461 shares outstanding as of October 30, 2015

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

Introductory Note

This Amendment No. 2 to Schedule 13D ("Amendment No. 2") is filed by Delek US Holdings, Inc. ("Delek"), a Delaware corporation, to amend the Schedule 13D related to the common stock, par value \$0.01 per share, of Alon USA Energy, Inc. ("Alon USA") previously filed by Delek with the United States Securities and Exchange Commission on May 26, 2015 (the "Initial 13D") and amended on December 23, 2015 ("Amendment No. 1"). Each capitalized term used and not otherwise defined herein shall have the meaning assigned to such term in the Initial 13D and Amendment No. 1. Except as otherwise provided herein, each Item of the Initial 13D and Amendment No. 1 remain unchanged.

Item 4. Purpose of Transaction

Item 4 is hereby supplemented to add the following:

On January 29, 2016, Delek US Holdings, Inc. ("Delek") and Alon USA Energy, Inc. ("Alon USA") entered into a first amendment (the "First Amendment") to that certain Amended and Restated Stockholder Agreement between them dated April 14, 2015 (the "Stockholder Agreement"). Among other terms, the First Amendment:

(a) Confirms that the board of directors of Alon USA (the "Alon Board") has determined that the members of the Alon Board who are also employees of Delek are "independent directors" under Section 303A.02 of the New York Stock Exchange Listed Company Manual;

(b) Confirms that the Stockholder Agreement will terminate on May 14, 2016;

(c) Confirms the identity or criteria for selection of the slate of eleven director nominees to be proposed for election to the Alon Board at the 2016 annual meeting of Alon USA stockholders along with procedures to identify any vacancies in that slate of nominees that may occur; and

(d) Confirms that Alon USA has amended its bylaws to extend certain voting requirements regarding the removal or replacement of the chairman of the Alon Board until the 2017 annual meeting of Alon USA stockholders.

Except as disclosed above, Delek does not have any present plans or proposals that relate to or would result in any of the actions required to be described under subparagraphs (a) through (j) of Item 4 of Schedule 13D. Delek may, at any time, review or reconsider its position with respect to a Potential Business Combination or otherwise with respect to Alon USA, and formulate plans or proposals with respect to any such matters.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby supplemented to add the following:

(a) — The information contained on the cover pages to this Schedule 13D are incorporated herein by reference.

Item 7. Items to be filed as Exhibits.

99.1 First Amendment dated January 29, 2016 to Amended and Restated Stockholder Agreement dated April 14, 2015, by and between Delek US Holdings, Inc. and Alon USA Energy, Inc.

Signature

After reasonable 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.

DELEK US HOLDINGS, INC.

By: /s/ Kent B. Thomas

Date: February 3, 2016

Kent B. Thomas

Executive Vice President, General Counsel & Secretary

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of this filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).