

NGL Energy Partners LP
Form SC 13G
February 27, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

NGL Energy Partners, LP

(Name of Issuer)

Common Units Representing Limited Partnership Interests

(Title and Class of Securities)

62913M107

(CUSIP Number)

February 17, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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. 62913M107	Schedule 13G	
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1 Name of Reporting Person
I.R.S. Identification Nos. of Above Persons (Entities Only).

Magnum NGL HoldCo LLC

2 Check the Appropriate Box if a Member of a Group*

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 7,396,973
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 7,396,973

9 Aggregate Amount Beneficially Owned by Each Reporting Person
7,396,973

10 Check Box if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row 9
7.6%

12 Type of Reporting Person (See Instructions)
OO

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CUSIP No. 62913M107	Schedule 13G	
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1 Name of Reporting Person
I.R.S. Identification Nos. of Above Persons (Entities Only).

Magnum Development LLC

2 Check the Appropriate Box if a Member of a Group*

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization

Utah

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5 Sole Voting Power
0

6 Shared Voting Power
7,396,973

7 Sole Dispositive Power
0

8 Shared Dispositive Power
7,396,973

9 Aggregate Amount Beneficially Owned by Each Reporting Person
7,396,973

10 Check Box if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row 9
7.6%

12 Type of Reporting Person (See Instructions)
OO, HC

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CUSIP No. 62913M107	Schedule 13G	
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1 Name of Reporting Person
I.R.S. Identification Nos. of Above Persons (Entities Only).

Haddington Energy Partners III LP

2 Check the Appropriate Box if a Member of a Group*

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 7,396,973
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 7,396,973

9 Aggregate Amount Beneficially Owned by Each Reporting Person
7,396,973

10 Check Box if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row 9
7.6%

12 Type of Reporting Person (See Instructions)
PN, HC

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CUSIP No. 62913M107	Schedule 13G	
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1 Name of Reporting Person
I.R.S. Identification Nos. of Above Persons (Entities Only).

Haddington Energy Partners IV LP

2 Check the Appropriate Box if a Member of a Group*

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 7,396,973
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 7,396,973

9 Aggregate Amount Beneficially Owned by Each Reporting Person
7,396,973

10 Check Box if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row 9
7.6%

12 Type of Reporting Person (See Instructions)
PN, HC

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CUSIP No. 62913M107	Schedule 13G	
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1 Name of Reporting Person
I.R.S. Identification Nos. of Above Persons (Entities Only).

HEP IV Co-Invest LP

2 Check the Appropriate Box if a Member of a Group*

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 0
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person
0

10 Check Box if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row 9
0.0%

12 Type of Reporting Person (See Instructions)
PN, HC

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CUSIP No. 62913M107	Schedule 13G	
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1 Name of Reporting Person
I.R.S. Identification Nos. of Above Persons (Entities Only).

Magnum NGL Co-Invest LP

2 Check the Appropriate Box if a Member of a Group*

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 0
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person
0

10 Check Box if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row 9
0.0%

12 Type of Reporting Person (See Instructions)
PN, HC

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CUSIP No. 62913M107	Schedule 13G
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Item 1.

- (a) Name of Issuer -
NGL Energy Partners LP
- (b) Address of Issuer's Principal Executive Offices -
6120 South Yale Avenue, Suite 805, Tulsa, Oklahoma 74136

Item 2.

- (a) Name of Person Filing
Magnum NGL HoldCo LLC

Magnum Development, LLC

Haddington Energy Partners III LP

Haddington Energy Partners IV LP

Magnum NGL Co-Invest LP

HEP IV Co-Invest LP
- (b) Address of Principal Business Office or, if none, Residence
The principal business office of each of the reporting persons is c/o Haddington Ventures, 2603 Augusta Drive Suite 900, Houston, TX 77057.
- (c) Citizenship

Magnum NGL HoldCo LLC	Delaware
Magnum Development, LLC	Utah
Haddington Energy Partners III LP	Delaware
Haddington Energy Partners IV LP	Delaware
Magnum NGL Co-Invest LP	Delaware
HEP IV Co-Invest LP	Delaware
- (d) Title of Class of Securities
common units representing limited partnership interests
- (e) CUSIP Number
62913M107

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
 - (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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