

Edgar Filing: NGL Energy Partners LP - Form RW

NGL Energy Partners LP  
Form RW  
March 11, 2016

**NGL Energy Partners LP**  
**6120 South Yale Avenue, Suite 805**  
**Tulsa, Oklahoma 74136**

March 11, 2016

**VIA EDGAR**

U.S. Securities and Exchange Commission

Division of Corporation Finance

100 F Street, N.E.

Washington, DC 20549

**Re: NGL Energy Partners**  
**Registration Statement on Form S-3 filed on August 20, 2014**  
**File No. 333-198276**

Ladies and Gentlemen:

NGL Energy Partners LP, a Delaware limited partnership (the Company ), hereby requests, pursuant to Rule 477 of the Securities Act of 1933, as amended (the Securities Act ), that the Registration Statement on Form S-3 (File No. 333-198276) filed by the Company with the Securities and Exchange Commission (the Commission ) on August 20, 2014 (the Registration Statement ) be withdrawn effective immediately. The Registration Statement has not been declared effective and none of the Company's securities have been sold pursuant to the Registration Statement. The Company requests this withdrawal because it has determined not to pursue the public offering to which the Registration Statement relates at this time. Additionally, the Registrant requests that, in accordance with Rule 457(p) under the Securities Act, all fees paid to the Commission in connection with the filing of the Registration Statement be credited for future use.

Accordingly, the Company requests that the Commission issue an order granting the withdrawal of the Registration Statement ( Order ) effective as of the date hereof or at the earliest practicable date hereafter.

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Please provide a copy of the Order to Bruce A. Toth of Winston & Strawn LLP, via email at [btoth@winston.com](mailto:btoth@winston.com).

Very truly yours,

NGL ENERGY PARTNERS LP

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

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