

NGL Energy Partners LP  
Form 8-K/A  
September 04, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **September 4, 2012 (June 19, 2012)**

**NGL ENERGY PARTNERS LP**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-35172**  
(Commission File Number)

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

**6120 South Yale Avenue  
Suite 805  
Tulsa, Oklahoma 74136**

(Address of principal executive offices) (Zip Code)

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(918) 481-1119

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240-14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240-14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))
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This Current Report on Form 8-K/A amends and supplements the Current Report on Form 8-K of NGL Energy Partners LP, filed with the Securities and Exchange Commission on June 25, 2012 (the **Form 8-K** ), which reported under Item 2.01 the completion of a business combination with High Sierra Energy, LP and High Sierra Energy GP, LLC (collectively, **High Sierra** ). This amendment is filed to provide the financial statements for High Sierra Energy GP, LLC and the pro forma financial information of NGL Energy Partners LP for such transaction as required by Item 9.01. Unless set forth below, all previous Items of the Form 8-K are unchanged.

**Item 9.01 Financial Statements and Exhibits**

(a) Financial Statements of Businesses Acquired

The audited consolidated financial statements of High Sierra Energy GP, LLC and subsidiaries as of December 31, 2011 and for the three years then ended, together with the unaudited condensed consolidated financial statements of High Sierra Energy GP, LLC and subsidiaries as of March 31, 2012 and for the three months ended March 31, 2012 and 2011, and the related notes, are filed as Exhibit 99.1 to this Current Report on Form 8-K/A.

(b) Pro Forma Financial Information

The unaudited pro forma condensed consolidated statement of operations for the year ended March 31, 2012 of NGL Energy Partners LP and the related notes are filed as Exhibit 99.2 to this Current Report on Form 8-K/A.

(d) Exhibits

Exhibit No.	Description
99.1	Audited consolidated financial statements of High Sierra Energy GP, LLC and subsidiaries as of December 31, 2011 and for the three years then ended, together with the unaudited condensed consolidated financial statements of High Sierra Energy GP, LLC and subsidiaries as of March 31, 2012 and for the three months ended March 31, 2012 and 2011, and the related notes
99.2	The unaudited pro forma condensed consolidated statement of operations for the year ended March 31, 2012 of NGL Energy Partners LP and the related notes

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NGL ENERGY PARTNERS LP

By: NGL Energy Holdings LLC,  
its general partner

Date: September 4, 2012

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

**EXHIBIT INDEX**

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99.2	The unaudited pro forma condensed consolidated statement of operations for the year ended March 31, 2012 of NGL Energy Partners LP and the related notes