

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SemStream, L.P.</u>  (Last) (First) (Middle) <u>TWO WARREN PLACE</u> <u>6120 SOUTH YALE AVENUE, SUITE 700</u>  (Street) <u>TULSA</u> <u>OK</u> <u>74136-4216</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NGL Energy Partners LP [ NGL ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>06/19/2012</u>  4. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/21/2012</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units	06/19/2012		J <sup>(1)</sup>		201,378	A	\$0	9,133,409	D <sup>(2)</sup>	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
							Date Exercisable	Expiration Date					
					Code	V			Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>SemStream, L.P.</u>  (Last) (First) (Middle) <u>TWO WARREN PLACE</u> <u>6120 SOUTH YALE AVENUE, SUITE 700</u>  (Street) <u>TULSA</u> <u>OK</u> <u>74136-4216</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>SemOperating G.P., L.L.C.</u>  (Last) (First) (Middle) <u>TWO WARREN PLACE</u> <u>6120 SOUTH YALE AVENUE, SUITE 700</u>  (Street) <u>TULSA</u> <u>OK</u> <u>74136-4216</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>SemGroup Corp</u>  (Last) (First) (Middle) <u>TWO WARREN PLACE</u>

6120 SOUTH YALE AVENUE, SUITE 700		
(Street)		
TULSA	OK	74136-4216
(City)		
(State)		
(Zip)		

Explanation of Responses:

1. Issued by NGL Energy Partners LP ("NGL"), based on a value of \$21.50 per common unit, to SemStream, L.P., as a member of NGL Energy Holdings LLC ("Holdings") pursuant to certain redemption and contribution transactions among NGL, Holdings and the members of Holdings in connection with the consummation of the transactions contemplated by (i) the Agreement and Plan of Merger, dated as of May 18, 2012, by and among NGL, Holdings, HSELP LLC, High Sierra Energy, LP and High Sierra Energy GP, LLC (the "HSE General Partner") and (ii) the Agreement and Plan of Merger, dated as of May 18, 2012, by and among Holdings, HSEGP LLC and the HSE General Partner.
2. These common units are indirectly owned by SemOperating G.P., L.L.C., the sole general partner of SemStream, L.P., and by SemGroup Corporation, the sole limited partner of SemStream, L.P. and the sole member of SemOperating G.P., L.L.C. These entities may be deemed to be indirect beneficial owners of the reported securities.

Remarks:

The sole purpose of this Amendment to Form 4 is to add SemOperating G.P., L.L.C. and SemGroup Corporation as joint filers.

/s/ Robert N. Fitzgerald, Senior Vice President and CFO of SemGroup Corporation, sole member of SemOperating G.P., L.L.C., general partner of SemStream, L.P.      08/03/2012

/s/ Robert N. Fitzgerald, Senior Vice President and CFO of SemGroup Corporation, sole member of SemOperating G.P., L.L.C.      08/03/2012

/s/ Robert N. Fitzgerald, Senior Vice President and CFO of SemGroup Corporation      08/03/2012

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.