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

FORM 8-K

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

Date of report (Date of earliest event reported): **February 7, 2018**

Alon USA Partners, LP
(Exact name of registrant as specified in its charter)

Delaware	**001-35742**	**46-0810241**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

7102 Commerce Way Brentwood, Tennessee	**37027**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code: **(615) 771-6701**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Introductory Note

On February 7, 2018 (the "Closing Date") and effective as of approximately 8:00 a.m., Eastern Time, pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 8, 2017, by and among, Delek US Holdings, Inc., a Delaware corporation ("Parent"), Alon USA Partners, LP, a Delaware limited partnership and an indirect, partially owned subsidiary of Parent ("MLP"), Alon

USA Partners GP, LLC, a Delaware limited liability company and an indirect, wholly owned subsidiary of Parent ("MLP General Partner", and together with MLP, the "MLP Parties"), and Sugarland Mergeco, LLC, a Delaware limited liability company and an indirect, wholly owned subsidiary of Parent ("Merger Sub"), Merger Sub merged with and into MLP, with MLP surviving the Merger as an indirect, wholly owned subsidiary of Parent (the "Merger").

Item 2.01 Completion of Acquisition or Disposition of Assets

The text set forth under "Introductory Note" above is incorporated herein by reference.

On the Closing Date, Parent completed the acquisition of MLP through the Merger.

Under the terms of the Merger Agreement, at the effective time of the Merger, each common unit representing limited partnership interests in MLP other than common units owned by Parent and its affiliates (each, a "MLP Public Unit") issued and outstanding immediately prior to the effective time of the Merger was converted into, and became exchangeable for, 0.4900 of a share of validly issued, fully paid and non-assessable Parent shares and each such MLP Public Unit was canceled and retired and ceased to exist (each, a "Parent Share" and such ratio, the "Exchange Ratio"). Parent did not issue any fractional Parent Shares in the Merger, but if the Exchange Ratio resulted in a holder of MLP Public Units being entitled to receive a fraction of a Parent Share, such fractional interest was rounded up to the nearest whole Parent Share.

The issuance of Parent Shares in connection with the Merger was registered under the Securities Act of 1933 (the "Securities Act") pursuant to Parent's Registration Statement on Form S-4 (Reg No. (333-222014)), declared effective by the Securities and Exchange Commission (the "SEC") on January 8, 2018. The joint consent statement/prospectus (the "Joint Consent Statement/Prospectus") included in the registration statement contains additional information about the Merger and incorporates by reference additional information about the Merger from Current Reports on Form 8-K filed by MLP and Parent and incorporated by reference into the Joint Consent Statement/Prospectus.

The foregoing description of the Merger and the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, a copy of which is attached as Exhibit 2.1.

Item 3.03 Material Modification to the Rights of Security Holders

The information set forth in the Introductory Note is incorporated herein by reference.

At the effective time of the merger, each MLP Public Unit issued and outstanding immediately prior to the effective time of the Merger was converted into, and became exchangeable for, 0.4900 of a Parent Share. Parent did not issue any fractional Parent Shares in the Merger, but if the Exchange Ratio resulted in a holder of MLP Public Units being entitled to receive a fraction of a Parent Share, such fractional interest was rounded up to the nearest whole Parent Share.

Item 5.01 Changes in Control of the Registrant

The information set forth in the Introductory Note of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On February 7, 2018, each of Ella Ruth Gera, Jeff D. Morris, Eitan Raff, Sheldon Stein, Snir Weissman, David Wiessman and Pery Yeshayahu resigned and ceased to be directors of MLP General Partner effective as of the effective time of the Merger. The resignations of Gera, Morris, Raff, Stein, Weissman, Wiessman and Yeshayahu were not due to any disagreement with MLP General Partner on any matter relating to its operations, policies or practices.

Also, on February 7, 2018, each of Frederec Green, Kevin Kremke and Ezra Uzi Yemin were elected to be directors of MLP General Partner effective as of the effective time of the Merger.

Item 8.01 Other Events

On February 7, 2018, MLP and Parent issued a joint press release announcing the consummation of the Merger. A copy of the joint press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) *Financial statements of business acquired.*

Not applicable.

(b) *Pro forma financial information.*

Not applicable.

(c) *Shell company transactions.*

Not applicable.

(d) *Exhibits.*

Exhibit No.	Description
2.1	Agreement and Plan of Merger, dated as of November 8, 2017, by and among Delek US Holdings, Inc., Sugarland Mergeco, LLC, Alon USA Partners, LP, and Alon USA Partners GP, LLC (incorporated by reference herein to Exhibit 2.1 to MLP's Current Report on Form 8-K filed on November 9, 2017, File No. 001-35742).
99.1	Press Release, dated February 7, 2018.

SIGNATURE

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.

ALON USA PARTNERS, LP

By: ALON USA PARTNERS GP, LLC
its general partner

By: /s/ Kevin Kremke
Name: Kevin Kremke
Title: Executive Vice President / Chief Financial Officer

DATED: February 7, 2018

Exhibit 99.1

Delek US Holdings Announces Closing the Acquisition of the Remaining 18.4 Percent of the Outstanding Units of Alon USA Partners

- *All-stock transaction at a fixed exchange ratio of 0.49 Delek US shares for each Alon USA Partners common unit*

BRENTWOOD, Tenn. — February 7, 2018 — Delek US Holdings, Inc. (NYSE: DK) ("Delek US") today announced the closing of the acquisition of the remaining outstanding units of Alon USA Partners, LP (NYSE: ALDW) ("Alon Partners") in an all-stock transaction. Under the terms of the merger agreement, the owners of the outstanding common units in Alon Partners that Delek US and its affiliates do not currently own will receive a fixed exchange ratio of 0.49 Delek US shares for each common unit of Alon Partners. Prior to this transaction, Delek US and its affiliates owned approximately 51.0 million common units of Alon Partners, or approximately 81.6 percent of the outstanding units. Following closing, Delek US will have approximately 84.1 million shares outstanding.

Uzi Yemin, Chairman, President and Chief Executive Officer of Delek US stated, "We are excited to complete this strategic initiative following the acquisition of Alon USA on July 1, 2017. It simplifies the corporate structure of Delek US and should reduce public company costs. This step should move us toward capturing cost of capital synergies as we utilize the balance sheet of Delek US to refinance high cost debt at Alon Partners. Also, it should allow us to efficiently dropdown logistics assets to Delek Logistics Partners in the future. For Alon Partners public unitholders, the transaction gives them ownership in a larger, more diverse organization. I would like to thank the employees of both companies and the members of Alon Partners' conflicts committee for their efforts during this process."

About Delek US Holdings, Inc.

Delek is a diversified downstream energy company with assets in petroleum refining, logistics, asphalt, renewable fuels and convenience store retailing. The refining assets consist of refineries operated in Tyler and Big Spring, Texas, El Dorado, Arkansas and Krotz Springs, Louisiana with a combined nameplate crude throughput capacity of 302,000 barrels per day.

The logistics operations consist of Delek Logistics Partners, LP (NYSE: DKL). Delek and its affiliates also own approximately 63 percent (including the 2 percent general partner interest) of Delek Logistics Partners, LP. Delek Logistics Partners, LP is a growth-oriented master limited partnership focused on owning and operating midstream energy infrastructure assets.

The asphalt operations consist of owned or operated asphalt terminals serving markets from Tennessee to the West Coast through a combination of non-blended asphalt purchased from third parties and production at the Big Spring, Texas and El Dorado, Arkansas refineries. The renewables operations consist of plants in Texas and Arkansas that produce biodiesel fuel.

The convenience store retail business is the largest 7-Eleven licensee in the United States and operates approximately 300 convenience stores in central and west Texas and New Mexico.

Safe Harbor Provisions Regarding Forward-Looking Statements

This press release contains forward-looking statements that are based upon current expectations and involve a number of risks and uncertainties. Statements concerning current estimates, expectations and projections about future results, performance, prospects, opportunities, plans, actions and events and other statements, concerns, or matters that are not historical facts are "forward-looking statements," as that term is defined under the federal securities laws. These forward-looking statements include, but are not limited to, statements regarding the ability of Delek US to simplify its corporate structure, reduce costs, reallocate cash flow, capture synergies including relating to costs of capital, refinance debt, future dropdowns and the success thereof; continued safe and reliable operations; integration and transition plans, synergies, opportunities, anticipated future performance and financial position, and other factors.

Investors are cautioned that the following important factors, among others, may affect these forward-looking statements. These factors include but are not limited to: the risk that the combined company may be unable to achieve cost-cutting synergies or it may take longer than expected to achieve those synergies, uncertainty related to timing and amount of future share repurchases and dividend payments, risks and uncertainties with respect to the quantities and costs of crude oil we are able to obtain and the price of the refined petroleum products we ultimately sell; gains and losses from derivative instruments; management's ability to execute its strategy of growth through acquisitions and the transactional risks associated with acquisitions and dispositions; acquired assets may suffer a diminishment in fair value as a result of which we may need to record a write-down or impairment in carrying value of the asset; changes in the scope, costs, and/or timing of capital and maintenance projects; operating hazards inherent in transporting, storing and processing crude oil and intermediate and finished petroleum products; our competitive position and the effects of competition; the projected growth of the industries in which we operate; general economic and business conditions affecting the southern United States; and other risks contained in Delek US' and Alon Partners' filings with the SEC.

Forward-looking statements should not be read as a guarantee of future performance or results and will not be accurate indications of the times at or by which such performance or results will be achieved. Forward-looking information is based on information available at the time and/or management's good faith belief with respect to future events, and is subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements. Delek US undertakes no obligation to update or revise any such forward-looking statements, except as required by applicable law or regulation.

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