

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): January 8, 2018

ALON USA PARTNERS, LP

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-35742 (Commission File Number)	46-0810241 (IRS Employer Identification No.)
7102 Commerce Way Brentwood, Tennessee (Address of principal executive offices)		37027 (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 filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- 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.

Item 8.01 Other Events.

As previously disclosed on November 8, 2017, Alon USA Partners, LP (“MLP”), a Delaware limited partnership and an indirect, partially owned subsidiary of Delek US Holdings, Inc., a Delaware corporation (“Parent”), and 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”), entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Parent and Sugarland Mergeco, LLC, a Delaware limited liability company and an indirect, wholly owned subsidiary of Parent (“Merger Sub”). The MLP Parties became subsidiaries of Parent as a result of the Delek-Alon Mergers and the Delek-Alon Merger Agreement described and defined below. Pursuant to the Merger Agreement, Merger Sub will be merged with and into MLP, with MLP being the surviving entity and an indirect, wholly owned subsidiary of Parent (the “Merger”). The completion of the Merger is subject, among other conditions, to the delivery of written consents representing the affirmative vote or consent of holders of at least a majority of the outstanding common units of MLP.

On January 8, 2018, MLP and Parent issued a joint press release announcing that (i) Parents’ Registration Statement on Form S-4 has been declared effective by the Securities and Exchange Commission (“SEC”), (ii) MLP has filed a definitive consent statement with the SEC with respect to the proposed acquisition, (iii) the consent process will conclude on February 5, 2018 and (iv) the Merger is expected to close on February 7, 2018. A copy of the press release is filed as Exhibit 99.1 hereto.

On January 8, 2018, Alon Assets, Inc., a wholly owned subsidiary of Parent, which as of January 2, 2018, the record date for determining the MLP unitholders entitled to execute and deliver written consents with respect to the Merger, beneficially owned 51,000,000 Common Units representing 81.6% of the outstanding common units of MLP, delivered a written consent adopting and approving in all respects the Merger Agreement and the transactions contemplated thereby. The delivery of this consent was sufficient to adopt the Merger Agreement and approve the acquisition by Merger Sub of MLP without the receipt of written consents from any other holder of MLP common units.

Important Information:

MLP and Parent security holders are urged to read the definitive consent statement/prospectus regarding the proposed transaction when it becomes available, because it contains important information. A definitive consent statement/prospectus was first mailed to MLP unitholders on January 8, 2018 and filed with the SEC by MLP on that date. Investors will be able to obtain a free copy of the consent statement/prospectus, as well as other filings containing information about the proposed transaction, without charge, at the SEC’s internet site (<http://www.sec.gov>). Copies of the consent statement/prospectus and the filings with the SEC that will be incorporated by reference in the consent statement/prospectus can also be obtained, without charge, by directing a request either to Delek US Holdings, Inc., 7102 Commerce Way, Brentwood, Tennessee, 37027, Attention: Investor Relations or to Alon USA Partners, LP, 12700 Park Central Drive, Suite 1600, Dallas, Texas 75251, Attention: Investor Relations.

The respective directors and executive officers of MLP General Partner and Parent may be deemed to be “participants” (as defined in Schedule 14A under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”)) in respect of the proposed transaction. Information about MLP General Partner’s directors and executive officers is available in MLP’s annual report on Form 10-K for the fiscal year ended December 31, 2016 filed with the SEC on February 27, 2017, and subsequent filings with the SEC. Information about Parent’s directors and executive officers is available in Old Delek’s (as defined below) annual report on Form 10-K for the fiscal year ended December 31, 2016, filed with the SEC on February 28, 2017, and in its proxy statement for its 2017 annual meeting of stockholders, filed with the SEC on April 6, 2017, and in Old Delek’s and Parent’s subsequent filings with the SEC. Other information regarding the participants in the solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the consent statement/prospectus and other relevant materials to be filed with the SEC when they become available.

On January 2, 2017, Delek US Energy, Inc. (formerly known as Delek US Holdings, Inc.), Delaware corporation (“Old Delek”), entered into an Agreement and Plan of Merger with Alon USA Energy, Inc., a Delaware corporation (“Alon USA”), Parent (formerly known as Delek Holdco, Inc.), a Delaware corporation (also referred to as “New Delek” herein), Dione Mergeco, Inc., a Delaware corporation and wholly owned subsidiary of the Registrant (“Delek Merger Sub”), and Astro Mergeco, Inc., a Delaware corporation and wholly owned subsidiary of the Registrant (“Astro Merger Sub”), as amended by the First Amendment to Agreement and Plan of Merger, dated as of February 27, 2017, and the Second Amendment to Agreement and Plan of Merger, dated as of April 21, 2017 (collectively, the “Delek-Alon Merger Agreement”). Pursuant to the Delek-Alon Merger Agreement, Certificates of Amendment and Certificates of Merger filed with the Secretary of State of the State of Delaware on June 30, 2017, (i) Old Delek was renamed “Delek US Energy, Inc.” and Parent was renamed “Delek US Holdings, Inc.”; (ii) Delek Merger Sub merged with and into Old Delek (the “Delek Merger”), with Old Delek surviving as a wholly owned subsidiary of the Registrant; and (iii) Astro Merger Sub merged with and into Alon USA (the “Alon Merger” and

together with the Delek Merger, the “Delek-Alon Mergers”), with Alon USA surviving as a direct and indirect wholly owned subsidiary of the Registrant. The Delek-Alon Mergers were effective as of July 1, 2017 (the “Delek-Alon Effective Time”). By reason of the Delek-Alon Mergers, at the Delek-Alon Effective Time, New Delek became the parent public reporting company. On July 3, 2017, New Delek filed a Current Report on Form 8-K filed for the purpose of establishing Parent as the successor issuer to Old Delek and Alon USA pursuant to Rule 12g-3(c) under the Exchange Act. In addition, as a result of the Delek-Alon Mergers, the shares of common stock of Old Delek and Alon USA were delisted from the New York Stock Exchange in July 2017, and their respective reporting obligations under the Exchange Act were terminated.

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended (the “Securities Act”).

This communication may contain “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. The words “anticipate,” “believe,” “estimate,” “intend,” “will,” “should,” and similar expressions, as they relate to MLP and Parent and their respective subsidiaries are intended to identify forward-looking statements. These statements reflect management’s current beliefs, assumptions and expectations and are subject to a number of factors that may cause actual results to differ materially. Neither Parent nor MLP assume any obligation to update any forward-looking statement as a result of new information or future events or developments, except as required by law.

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
99.1	Press Release, dated January 8, 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.

Dated: January 8, 2018

Alon USA Partners, LP
By: Alon USA Partners, GP, LLC
its general partner
/s/ Kevin Kremke
Name: Kevin Kremke
Title: Executive Vice President / Chief Financial
Officer



Delek US Holdings and Alon USA Partners Announce Expected Closing Date and Unitholder Consent Deadline for Alon USA Partners Acquisition

BRENTWOOD, Tenn. — January 8, 2018 -- Delek US Holdings, Inc. (NYSE: DK) (“Delek US”) and Alon USA Partners, LP (NYSE: ALDW) (“Alon Partners”) today announced that Delek US’ Registration Statement on Form S-4 has been declared effective by the Securities and Exchange Commission (“SEC”) and that Alon Partners has filed a definitive consent statement with the SEC with respect to the proposed acquisition. The consent process will conclude on February 5, 2018.

A subsidiary of Delek US currently owns approximately 51.0 million common units of Alon Partners, or approximately 81.6 percent of the outstanding units. This subsidiary has executed a written consent adopting and approving in all respects the merger agreement and the transactions contemplated thereby, including the merger (the “AAI Written Consent”). The delivery of the AAI Written Consent is sufficient to adopt the merger agreement and to approve the acquisition of Alon Partners by Delek US without the receipt of written consent from any other holder of Alon Partners common units. Delek US expects the closing of the acquisition to occur on February 7, 2018, subject to the satisfaction or waiver of the remaining customary conditions to closing.

About Delek US Holdings, Inc.

Delek US Holdings, Inc. 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. Delek US, through its subsidiaries, currently owns 100 percent of the general partner and approximately 81.6 percent of the limited partner interests in Alon Partners, which owns the crude oil refinery in Big Spring, Texas, with a crude oil throughput capacity of 73,000 barrels per day and an integrated wholesale marketing business.

The logistics operations primarily consist of Delek Logistics Partners, LP (NYSE: DKL). Delek US and its affiliates also own approximately 63 percent (including a 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 and a renewable diesel facility in California.

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.

About Alon USA Partners

Alon USA Partners, LP is a Delaware limited partnership in which Delek US currently owns 100 percent of the general partner and approximately 81.6 percent of the limited partner interests. Alon Partners owns and operates a crude oil refinery in Big Spring, Texas, with a crude oil throughput capacity of 73,000 barrels per day. Alon Partners refines crude oil into finished products, which are marketed primarily in central and west Texas, Oklahoma, New Mexico and Arizona through its integrated wholesale distribution network to retail convenience stores owned by Delek US and other third-party distributors.

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 proposed merger with Alon Partners including the timing, closing and success thereof; 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, increased daily trading volume; 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: risks and uncertainties related to the expected timing and likelihood of completion of the proposed merger, including the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement, the risk that the parties may not be able to satisfy the conditions to the proposed transaction in a timely manner or at all, the risk that any announcements relating to the proposed transaction could have adverse effects on the market price of Delek US' common stock or Alon Partners' common units, the risk that the proposed transaction and its announcement could have an adverse effect on the ability of Delek US and Alon Partners to retain customers and retain and hire key personnel and maintain relationships with their suppliers and customers and on their operating results and businesses generally, 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.

No Offer or Solicitation

This communication relates to a proposed business combination between Delek US and Alon Partners. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This announcement is for informational purposes only and is neither an offer to purchase, nor a solicitation of an offer to sell, any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer or securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Additional Information and Where to Find It

In connection with the proposed acquisition transaction, a registration statement on Form S-4 has been filed with the SEC that includes a consent statement/prospectus. Delek US and Alon Partners also plan to file other relevant materials with the SEC. UNITHOLDERS OF ALON PARTNERS ARE ENCOURAGED TO READ THE REGISTRATION STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE DEFINITIVE CONSENT STATEMENT/PROSPECTUS, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER. The definitive consent statement/prospectus will be mailed to unitholders of Alon Partners. Investors and security holders will be able to obtain the documents, and any other documents that Delek US has filed with the SEC, free of charge at the SEC's website, www.sec.gov. In addition, documents filed with the SEC by Delek US or Alon Partners will be available free of charge by (1) for Delek US filings, accessing Delek US' website at www.delekus.com under the "Investor Relations" link and then under the heading "SEC Filings"; (2) for Alon Partners filings, accessing Alon Partners' website at www.alonpartners.com under the heading "SEC Filings"; (3) writing Delek US at 7102 Commerce Way, Brentwood, TN 37027, Attention: Investor Relations; or (4) writing Alon Partners at 7102 Commerce Way, Brentwood, TN 37027, Attention: Investor Relations.

Participants in the Solicitation

Delek US, Alon Partners and their respective directors and executive officers may be deemed to be participants in the solicitation of consents in favor of the merger from the public unitholders of Alon Partners. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the consent statement/prospectus regarding the proposed merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph.

Investor / Media Relations Contact:

Keith Johnson
Delek US Holdings, Inc.
Vice President of Investor Relations
615-435-1366