

FORM 4

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

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * SemStream, L.P. <small>(Last) (First) (Middle)</small> TWO WARREN PLACE, 6120 SOUTH YALE AVENUE, SUITE 700 <small>(Street)</small> TULSA, OK 74136-4216 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol NGL Energy Partners LP [NGL] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/19/2012</p> 4. If Amendment, Date Original Filed (MM/DD/YYYY) <p align="center">6/21/2012</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	6/19/2012		J (1)		201378	A	\$0	9133409	D (2)	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

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 consummatio 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SemStream, L.P. TWO WARREN PLACE 6120 SOUTH YALE AVENUE, SUITE 700 TULSA, OK 74136-4216		X		
SemOperating G.P., L.L.C. TWO WARREN PLACE 6120 SOUTH YALE AVENUE, SUITE 700 TULSA, OK 74136-4216		X		
SemGroup Corp TWO WARREN PLACE 6120 SOUTH YALE AVENUE, SUITE 700 TULSA, OK 74136-4216		X		

Signatures

/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.

8/3/2012

** Signature of Reporting Person

Date

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

8/3/2012

** Signature of Reporting Person

Date

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

8/3/2012

** 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 control number.