

Delek US Holdings, Inc.
Form 4/A
March 20, 2017

FORM 4

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

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

**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(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Miller Anthony L.

(Last) (First) (Middle)

7102 COMMERCE WAY

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Delek US Holdings, Inc. [DK]

3. Date of Earliest Transaction
(Month/Day/Year)

03/10/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

03/14/2017

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ 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. 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)
Common Stock	03/10/2017		M	Amount <u>1,625</u> (1)	A \$ 16.21 14,527	D	
Common Stock	03/10/2017		D	<u>1,112</u> (2)	D \$ 23.7 13,415	D	
Common Stock	03/10/2017		F	168 <u>(3)</u>	D \$ 23.7 13,247	D	
Common Stock	03/10/2017		S	345 <u>(1)</u>	D \$ 23.695 12,902	D	
Common Stock	03/10/2017		S	<u>3,681</u> (1)	\$ 23.6803 9,221 (4)	D	

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Common Stock	03/10/2017	F	358	D	\$ 23.9	8,863	D
Common Stock	03/10/2017	A	5,856	A	\$ 0	14,719	D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 16.21	03/10/2017		M		1,625	<u>(1)</u>	<u>(5)</u>	06/10/2022	Common Stock	1,625

Reporting Owners

Reporting Owner Name / Address	Relationships
Miller Anthony L. 7102 COMMERCE WAY BRENTWOOD, TN 37027	Director 10% Owner Officer Executive Vice President

Signatures

/s/ Anthony L. Miller
03/20/2017

Signature of Reporting Person Date

Explanation of Responses:

* 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).

- This amendment is being filed to amend the Form 4 filed by the reporting person on March 14, 2017 (the "Original Form") to clarify that
- (1) a portion of the reported 4,026 shares of Common Stock sold on March 10, 2017 were acquired upon exercise of a stock appreciation right on the same date and to correct the number of shares beneficially owned following such exercise in column 5 of Table I.
 - (2) This amendment is being filed to also report the disposition of shares of Common Stock to Delek US Holdings, Inc. for payment of the exercise price in connection with the exercise of the stock appreciation right that was not previously reported in the Original Form 4.
 - (3) This amendment is being filed to also report the shares withheld to cover tax withholding obligations in connection with the exercise of the stock appreciation right that was not previously reported in the Original Form 4.
- The price reflects the weighted average sale price of multiple transactions ranging from a low sale price of \$23.68 per share to a high sale
- (4) price of \$23.6950 per share. Upon the written request of the SEC, the Issuer or a security holder of the Issuer, the reporting person agrees to provide the number of shares sold at each sale price.
 - (5) The stock appreciation right vested with respect to 1,625 shares of Common Stock on each of June 10, 2013, June 10, 2014, June 10, 2015 and June 10, 2016.

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

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