

Sawiris Nassef
Form 4
July 05, 2018

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sawiris Nassef

(Last) (First) (Middle)

C/O OCI N.V.,
HONTHORSTSTRAAT 19, 1071
DC

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
OCI Partners LP [OCIP]

3. Date of Earliest Transaction
(Month/Day/Year)
07/03/2018

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below)

See Remarks

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

AMSTERDAM, P7

(City) (State) (Zip)

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 (Limited Partner Interests)	07/03/2018		U		879,214	D	\$ 11.5 0

Refer to
Footnotes
(1) (2)

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

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SEC 1474
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sawiris Nassef
C/O OCI N.V., HONTHORSTSTRAAT 19
1071 DC
AMSTERDAM, P7

X

See Remarks

Signatures

/s/ Nassef
Sawiris

07/05/2018

**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).

(1) The units of the Issuer reported on this Form 4 are held by a direct or indirect wholly-owned subsidiary of NNS Holding. NNS Holding is an exempted company incorporated in the Cayman Islands with limited liability. Its registered address is 89 Nexus Way, Camana Bay, Grand Cayman, Cayman Islands. Its principal business is holding diversified industrial and financial investments, and in connection with this, NNS Holding is, through its wholly owned subsidiaries, a significant shareholder of OCI N.V. The entire share capital of NNS Holding is held by the NNS Jersey Trust, an irrevocable trust, whose beneficiaries are principally Mr. Nassef Sawiris (the "Reporting Person") along with his descendants. The Reporting Person is the settlor of the NNS Jersey Trust. He is charged with exploring investment opportunities appropriate for NNS Holding based on his investment expertise.

(2) The Reporting Person may be deemed to be the beneficial owner of the units of the Issuer described herein. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of all such equity securities covered by this statement.

Remarks:

The Reporting Person is a director of OCI GP LLC, the general partner of the Issuer (the "General Partner"). The Issuer is mar

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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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