

VALERO ENERGY PARTNERS LP
Form SC 13D/A
September 01, 2016

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

SCHEDULE 13D
(Rule 13d-101)
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Valero Energy Partners LP
(Name of Issuer)

Common units representing limited partnership interests
(Title of Class of Securities)

91914J102
(CUSIP Number)

Jay D. Browning

One Valero Way

San Antonio, TX 78249

Telephone: (210) 345-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 1, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule

13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 91914J 102

1 NAMES OF REPORTING PERSONS

Valero Energy Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 **SOLE VOTING POWER**

SHARES

BENEFICIALLY 45,687,271 Common Units
8 **SHARED VOTING POWER**

OWNED BY

EACH

0
REPORTING 9 **SOLE DISPOSITIVE POWER**

PERSON

WITH: 45,687,271 Common Units
10 **SHARED DISPOSITIVE POWER**

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

45,687,271 Common Units

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

Approximately 68.0%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

* Based on the number of Common Units (67,202,880) issued and outstanding as of September 1, 2016, as reported to the Reporting Persons by the Partnership.

CUSIP No. 91914J 102

1 NAMES OF REPORTING PERSONS

Valero Terminaling and Distribution Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 **SOLE VOTING POWER**

SHARES

BENEFICIALLY 45,687,271 Common Units
8 **SHARED VOTING POWER**

OWNED BY

EACH

0
REPORTING 9 **SOLE DISPOSITIVE POWER**

PERSON

WITH: 45,687,271 Common Units
10 **SHARED DISPOSITIVE POWER**

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

45,687,271 Common Units

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

Approximately 68.0%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

* Based on the number of Common Units (67,202,880) issued and outstanding as of September 1, 2016, as reported to the Reporting Persons by the Partnership.

Explanatory Note

This Amendment No. 5 to Schedule 13D amends the statement on Schedule 13D filed on December 20, 2013, as amended by Amendment No. 1 to Schedule 13D filed on March 19, 2015, as amended by Amendment No. 2 to Schedule 13D filed on October 13, 2015, as amended by Amendment No. 3 to Schedule 13D filed on April 1, 2016 and as amended by Amendment No. 4 to Schedule 13D filed on August 15, 2016, by Valero Energy Corporation and Valero Terminaling and Distribution Company (as amended, the Initial Statement). The Initial Statement shall not be modified except as specifically provided herein.

Item 1. Security and Issuer

No changes to this Item.

Item 2. Identity and Background

No changes to this Item.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended to add the following paragraph:

On September 1, 2016, the Partnership and VTDC entered into a Contribution Agreement pursuant to which VTDC contributed, and caused the General Partner to contribute, all of the outstanding interests in certain subsidiaries of Valero to the Partnership in exchange for a cash distribution of \$276,000,000 to VTDC and the issuance of 1,149,905 Common Units to VTDC and 23,467 General Partner Units to the General Partner.

Item 4. Purpose of Transaction.

No changes to this Item.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated as follows:

(a)

(1) Valero does not directly own any Common Units; however, as the indirect sole stockholder of VTDC, it may be deemed to beneficially own 45,687,271 Common Units held of record by VTDC, which represents approximately 68.0% of the outstanding Common Units.

(2) VTDC is the record and beneficial owner of 45,687,271 Common Units held of record by VTDC, which represents approximately 68.0% of the outstanding Common Units.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No changes to this Item.

Item 7. Material to Be Filed as Exhibits.

Item 7 is hereby amended to add Exhibit I as follows:

Exhibit I Contribution Agreement, dated September 1, 2016, by and between the Partnership and VTDC (incorporated by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8-K filed with the SEC on September 1, 2016).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: September 1, 2016

VALERO ENERGY CORPORATION

VALERO TERMINALING AND DISTRIBUTION
COMPANY

By: /s/ Jay D. Browning

By: /s/ J. Stephen Gilbert

Name: Jay D. Browning
Title: Executive Vice President and General Counsel

Name: J. Stephen Gilbert
Title: Vice President and Secretary