

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>KRIMBILL H MICHAEL</u><br><br>(Last) (First) (Middle)<br>6120 S. YALE AVENUE, SUITE 805<br><br>(Street)<br>TULSA OK 74136<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NGL Energy Partners LP [ NGL ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Executive Officer</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/13/2021                       |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                             |   |

**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                    | 08/13/2021                           |  | P                              |   | 200,000   | A          | \$1.5227 <sup>(1)</sup> | 1,828,615 <sup>(2)</sup>  | D  |   |
| Common Units                    |                                      |  |                                |   |   |            |                         | 388,000   | I  | SEE FTN <sup>(3)</sup>                                |
| Common Units                    |                                      |  |                                |   |   |            |                         | 130,000   | I  | SEE FTN <sup>(4)</sup>                                |
| Common Units                    |                                      |  |                                |   |   |            |                         | 904,848   | I  | SEE FTN <sup>(5)</sup>                                |
| Common Units                    |                                      |  |                                |   |   |            |                         | 363,555   | I  | SEE FTN <sup>(6)</sup>                                |

**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 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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  |                                | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- The price is the weighted average price for the common units reported on this line. The range of prices from the transactions reported on this line is between \$1.47 and \$1.55. Complete information regarding the number of common units purchased at each separate price will be provided upon request by the Commission Staff, the Issuer or a security holder of the Issuer.
- 78,000 of these units are owned directly by Stifel Nicolaus as Custodian for Michael Krimbill IRA controlled by the Reporting Person as the sole beneficiary of the account.
- These units are owned directly by Krimbill Enterprises LP and controlled by the Reporting Person via his ownership of its general partner, Krimbill Holding Company. The Reporting Person exercises the sole voting and disposition power for Krimbill Enterprises LP. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or any other purpose.
- These units are owned directly by Krimbill Enterprises LP II and controlled by the Reporting Person via his ownership of its general partner, Krimbill Holding Company. The Reporting Person exercises the sole voting and disposition power for Krimbill Enterprises LP II. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or any other purpose.
- These units are owned directly by Krim2010, LLC, which is owned by Krimbill Enterprises LP, the Reporting Person and James E. Krimbill. The Reporting Person exercises the sole voting and disposition power for Krimbill Enterprises LP. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or any other purpose.
- These units are owned directly by KrimGP2010, LLC, which is solely owned by the Reporting Person. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or any other purpose.

/H. Michael Krimbill 08/16/2021

\*\* 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 Number.