

SECURITIES AND EXCHANGE COMMISSION

FORM S-1MEF

A new registration statement filed under Rule 462(b) to add securities to a prior related effective registration statement filed on Form S-1

Filing Date: **2013-01-17**
SEC Accession No. [0001193125-13-016393](#)

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FILER

Northern Tier Energy LP

CIK: [1533454](#) | IRS No.: **800763623** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **S-1MEF** | Act: **33** | File No.: **333-186080** | Film No.: **13536111**
SIC: **2911** Petroleum refining

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38C GROVE STREET
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38C GROVE STREET
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(203) 244-6550

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1
REGISTRATION STATEMENT**

*UNDER
THE SECURITIES ACT OF 1933*

Northern Tier Energy LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2911
(Primary Standard Industrial
Classification Code Number)

80-0763623
(I.R.S. Employer
Identification Number)

**38C Grove Street, Suite 100
Ridgefield, Connecticut 06877
(203) 244-6550**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Peter T. Gelfman
Vice President, General Counsel and Secretary
38C Grove Street, Suite 100
Ridgefield, Connecticut 06877
(203) 244-6550

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Douglas E. McWilliams
Vinson & Elkins L.L.P.
1001 Fannin, Suite 2500
Houston, Texas 77002-6760
(713) 758-2222

M. Breen Haire
Baker Botts L.L.P.
910 Louisiana Street
Houston, Texas 77002
(713) 229-1234

Approximate date of commencement of proposed sale to the public:

As soon as practicable after the Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. 333-185124

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (1)(2)	Amount of Registration Fee (3)
Common units representing limited partner interests	12,305,000	\$24.46	\$300,980,300.00	\$41,053.71

(1) Estimated pursuant to Rule 457(a) under the Securities Act of 1933, as amended. Includes additional common units that the underwriters have the option to purchase.

(2) Estimated solely for the purpose of calculating the registration fee.

(3) The Registrant previously paid \$34,305.28 of the total registration fee.

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of common units of the Registrant contemplated by the Registration Statement on Form S-1, as amended (File No. 333-185124), originally filed by the Registrant on November 21, 2012 and declared effective on January 17, 2013 (the “Prior Registration Statement”), and is being filed for the sole purpose of registering an additional 1,955,000 securities of the same class as were included in the Prior Registration Statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

All exhibits previously filed or incorporated by reference in the registrant's Registration Statement on Form S-1, as amended (Registration No. 333-185124), are incorporated by reference into, and shall be deemed to be a part of this filing, except for the following, which are filed herewith:

Item 16. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	- Opinion of Vinson & Elkins L.L.P.
23.1	- Consent of PricewaterhouseCoopers LLP (pertaining to Northern Tier LLC).
23.2	- Consent of PricewaterhouseCoopers LLP (pertaining to St. Paul Park Refinery and Retail Marketing Business).
23.3	- Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).
24.1*	- Power of Attorney.

* Incorporated by reference to the signature page to the registrant's registration statement on Form S-1 (Registration No. 333-185124).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ridgefield, State of Connecticut, on January 17, 2013.

Northern Tier Energy LP

By: Northern Tier Energy GP LLC,
its general partner

By: /s/ Peter T. Gelfman
Name: Peter T. Gelfman
Title: Vice President, General Counsel and
Secretary of Northern Tier Energy GP LLC

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ HANK KUCHTA*</u> Hank Kuchta	President, Chief Executive Officer and Director of Northern Tier Energy GP LLC	January 17, 2013
<u>/s/ DAVID BONCZEK*</u> David Bonczek	Chief Financial Officer of Northern Tier Energy GP LLC (Principal Financial Officer and Principal Accounting Officer)	January 17, 2013
<u>/s/ DAN F. SMITH*</u> Dan F. Smith	Director and Executive Chairman of Northern Tier Energy GP LLC	January 17, 2013
<u>/s/ BERNARD W. ARONSON*</u> Bernard W. Aronson	Director of Northern Tier Energy GP LLC	January 17, 2013
<u>/s/ JONATHAN GINNS*</u> Jonathan Ginns	Director of Northern Tier Energy GP LLC	January 17, 2013
<u>/s/ THOMAS HOFMANN*</u> Thomas Hofmann	Director of Northern Tier Energy GP LLC	January 17, 2013
<u>/s/ SCOTT D. JOSEY*</u> Scott D. Josey	Director of Northern Tier Energy GP LLC	January 17, 2013
<u>/s/ ERIC LIAW*</u> Eric Liaw	Director of Northern Tier Energy GP LLC	January 17, 2013
<u>/s/ MICHAEL MACDOUGALL*</u> Michael MacDougall	Director of Northern Tier Energy GP LLC	January 17, 2013

*By: /s/ Peter T. Gelfman
Peter T. Gelfman

Attorney-in-Fact

EXHIBIT INDEX

<u>Exhibit No.</u>		<u>Description</u>
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23.3	-	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).
24.1*	-	Power of Attorney.

* Incorporated by reference to the signature page to the registrant' s registration statement on Form S-1 (Registration No. 333-185124).

Vinson & Elkins

January 17, 2013

Northern Tier Energy LP
38C Grove Street, Suite 100
Ridgefield, Connecticut 06877

Re: Northern Tier Energy LP Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to Northern Tier Energy LP, a Delaware limited partnership (the "Partnership"), with respect to certain legal matters in connection with the Partnership's Registration Statement on Form S-1 (the "Registration Statement") filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of the offering and sale of an additional 1,700,000 common units representing limited partner interests in the Partnership (the "Common Units") held by the Selling Unitholder named in the Prior Registration Statement (defined below) and up to an additional 255,000 Common Units pursuant to the underwriters' option to purchase additional Common Units. The Registration Statement incorporates by reference the Registration Statement on Form S-1 (Registration No. 333-185124), (the "Prior Registration Statement"), which was declared effective by the Securities and Exchange Commission on January 17, 2013.

We are rendering this opinion as of the time the Registration Statement becomes effective in accordance with Section 8(a) of the Securities Act.

As the basis for the opinion hereinafter expressed, we examined such statutes, including the Delaware Revised Uniform Limited Partnership Act (the "Delaware Act"), partnership records and documents, certificates of partnership and public officials, and other instruments and documents as we deemed necessary or advisable for the purposes of this opinion. In such examination, we have assumed the authenticity of all documents submitted to us as originals and the conformity with the original documents of all documents submitted to us as copies.

Based on the foregoing and on such legal considerations as we deem relevant, we are of the opinion that the Common Units have been validly issued, and are fully paid and non-assessable.

The foregoing opinion is limited to the laws of the United States of America, the Delaware Act and the Constitution of the State of Delaware as interpreted by federal courts and the courts of the State of Delaware.

Vinson & Elkins LLP Attorneys at Law

Abu Dhabi Austin Beijing Dallas Dubai Hong Kong Houston London Moscow
New York Palo Alto Riyadh San Francisco Shanghai Tokyo Washington

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We hereby consent to the reference to us under the heading "Legal Matters" in the Prior Registration Statement and the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Vinson & Elkins LLP

Vinson & Elkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated April 10, 2012 relating to the consolidated financial statements of Northern Tier Energy LLC, which appears in the prospectus of the Registration Statement (No. 333-185124) of Northern Tier Energy LP. We also consent to the reference to us under the heading "Experts" in such prospectus.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Houston, Texas

January 17, 2013

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated April 12, 2011, except for the change in segments described in Note 19 as to which the date is December 12, 2011, relating to the combined financial statements of the St. Paul Park Refinery & Retail Marketing Business, a component of Marathon Oil Corporation, which appears in the prospectus of the Registration Statement (No. 333-185124) of Northern Tier Energy LP. We also consent to the reference to us under the heading "Experts" in the prospectus.

/s/ PriceWaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Houston, Texas

January 17, 2013