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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 or 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported)  
January 1, 2016**

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**Green Plains Partners LP**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-37469**  
(Commission File Number)

**47-3822258**  
(I.R.S. Employer  
Identification No.)

**450 Regency Parkway, Suite 400  
Omaha, Nebraska**  
(Address of principal executive offices)

**68114**  
(Zip code)

**(402) 884-8700**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement*****Asset Purchase Agreement***

Effective January 1, 2016, Green Plains Partners LP (the “Partnership”) entered into an Asset Purchase Agreement (the “Purchase Agreement”) with its parent Green Plains Inc. (“GPPE”), Green Plains Hereford LLC (“Green Plains Hereford”), Green Plains Hopewell LLC (“Green Plains Hopewell” and together with Green Plains Hereford and GPPE, the “Sellers”), Green Plains Holdings LLC, the Partnership’s general partner (the “General Partner”), Green Plains Operating LLC, a wholly owned subsidiary of the Partnership (the “Operating Company”) Green Plains Ethanol Storage LLC, a wholly owned subsidiary of the Partnership (“Green Plains Storage”) and Green Plains Logistics LLC, a wholly owned subsidiary of the Partnership (“Green Plains Logistics” and collectively with the Partnership, the General Partner, Green Plains Storage and the Operating Company, the “Partnership Parties”), pursuant to which the Sellers sold certain ethanol storage assets located in Hopewell, Virginia and Hereford, Texas (the “Storage Assets”) and certain leased railcar transportation assets located in Hereford, Texas (the “Transportation Assets,” and together with the Storage Assets, the “Assets”) to wholly owned subsidiaries of the Partnership (the “Transaction”) for cash consideration of \$62.5 million.

The Purchase Agreement provided for the closing of the Transaction to occur upon execution of the Purchase Agreement. The cash consideration used in the Transaction was financed through borrowings made under the Operating Company’s 5-year, \$100 million revolving credit facility with Bank of America, N.A. as administrative agent, and certain other commercial lending institutions as lenders and letter of credit issuing banks.

Pursuant to the Purchase Agreement, and subject to certain limitations, the Partnership Parties and the Sellers agreed to certain indemnification provisions with each other and their respective affiliates.

***Relationships***

Each of the parties to the Purchase Agreement is a direct or indirect subsidiary of GPPE. As a result, certain individuals, including officers of GPPE and officers and directors of the General Partner, serve as officers and/or directors of one or more such entities. GPPE currently (as of the date of this Current Report on Form 8-K) owns 4,389,642 common units of the Partnership (“Common Units”) and 15,889,642 subordinated units of the Partnership (“Subordinated Units”), collectively representing a 62.5% limited partner interest in the Partnership as of December 31, 2015. GPPE also owns a 2% general partner interest in the Partnership and all of the Partnership’s incentive distribution rights through its ownership of the General Partner.

The terms and conditions of the Purchase Agreement were approved on behalf of the Partnership by the conflicts committee and the board of directors of the General Partner. The conflicts committee, which is comprised of independent members of the board of directors of the General Partner, retained independent legal and financial advisors to assist it in evaluating and negotiating the Transaction. In approving the terms of the Transaction, the conflicts committee based its decision in part on an opinion from the independent financial advisor that the consideration to be paid by the Partnership Parties pursuant to the Purchase Agreement is fair, from a financial point of view, to the Partnership.

***First Amendment to Omnibus Agreement***

Effective January 1, 2016, in connection with the Transaction, the Partnership entered into the First Amendment to the Omnibus Agreement (the “Omnibus Agreement Amendment”) with GPPE, the General Partner, and the Operating Company that provides for the Partnership’s obligation to reimburse GPPE for certain direct or allocated costs and expenses incurred by GPPE in providing general and administrative services in connection with assets acquired or developed by the Partnership and its subsidiaries from time to time, which includes the Assets.

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***Amendment No. 1 to Operational Services Agreement***

Effective January 1, 2016, in connection with the Transaction, the General Partner entered into Amendment No. 1 to the Operational Services and Secondment Agreement (the “Operational Services Agreement Amendment”) with GPRE pursuant to which GPRE will second certain employees to the General Partner to provide management, maintenance and operational functions with respect to the Assets. The provided functions will be substantially similar to the management, maintenance and operational functions previously provided under the Operational Services and Secondment Agreement.

***Amendment No. 1 to Ethanol Storage and Throughput Agreement***

Effective January 1, 2016, in connection with the Transaction, Green Plains Storage, a wholly owned subsidiary of the Partnership, entered into Amendment No. 1 to Ethanol Storage and Throughput Agreement (the “Storage and Throughput Agreement Amendment”) with Green Plains Trade Group LLC (“Green Plains Trade”). Pursuant to the Storage and Throughput Agreement Amendment, Green Plains Trade is obligated to throughput a minimum of 246.5 million gallons per calendar quarter (previously 212.5 million gallons per calendar quarter) of product at the Partnership’s facilities.

***Amendment to Railcar Transportation Services Agreement***

Effective January 1, 2016, in connection with the Transaction, Green Plains Logistics, a wholly owned subsidiary of the Partnership, agreed to an increase in the minimum capacity commitment of 6.72 million gallons with Green Plains Trade.

**Item 2.01. Completion of Acquisition or Disposition of Assets.**

The information under the heading “*Asset Purchase Agreement*” set forth in Item 1.01 above is incorporated into this Item 2.01 by reference.

**Item 7.01. Regulation FD Disclosure.**

On January 4, 2016, the Partnership issued a press release announcing the completion of the Transaction. A copy of the press release is being furnished as Exhibit 99.1 hereto and is incorporated by reference herein.

The information furnished pursuant to Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing by the Partnership under the Securities Act unless specifically identified therein as being incorporated therein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is filed as part of this report.

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated January 4, 2016.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Green Plains Partners LP**

By: Green Plains Holdings LLC,  
its General Partner

Date: January 5, 2016

By: /s/ Jerry L. Peters

Jerry L. Peters  
Chief Financial Officer  
(Principal Financial Officer)

**Green Plains Partners Completes First Drop Down Transaction**  
*Hopewell and Hereford Storage and Transportation Assets Purchased for \$62.5 Million*

**OMAHA, NEB., Jan. 4, 2016 (GLOBE NEWSWIRE)** – Green Plains Partners LP (NASDAQ:GPP) today announced that it has acquired the storage and transportation assets of the Hopewell, Va. and Hereford, Texas ethanol production facilities from Green Plains Inc. (NASDAQ:GPRE) for \$62.5 million. The partnership used its revolving credit facility to fund the purchase of the assets.

The acquired assets include ethanol storage tanks that support the plants' combined expected production capacity of approximately 160 million gallons per year and 224 leased railcars with capacity of approximately 6.72 million gallons. The Hopewell and Hereford production facilities were acquired by Green Plains Inc. in the fourth quarter of 2015.

“We are pleased to complete the first drop down of assets since our IPO and believe this transaction highlights the value created for both Green Plains Partners' unitholders and Green Plains' shareholders,” said Todd Becker, president and chief executive officer of Green Plains Partners. “The acquisition is immediately accretive to distributable cash flow per common unit of the partnership. We believe the partnership enhances Green Plains' ability to acquire ethanol production assets that are aligned with our growth strategy.”

The acquired assets are expected to contribute approximately \$7.7 million of EBITDA in its first full year of operation. The partnership entered into an amended storage and throughput agreement and amended rail transportation services agreement with Green Plains Trade Group, effective Jan. 1, 2016. The minimum volume commitment of the storage and throughput agreement and the minimum capacity commitment under the rail transportation services agreement were raised to appropriate levels reflecting the addition of the two plants. All other terms and conditions of these two agreements are substantially similar to the provisions entered into as of July 1, 2015.

The terms of the transaction were approved by the board of the directors of the general partner and the board of directors' conflicts committee, which consists entirely of independent directors. The conflicts committee engaged Evercore to act as its independent financial advisor and Vinson & Elkins to act as its legal counsel.

#### **About Green Plains Partners LP**

Green Plains Partners LP (NASDAQ:GPP) is a fee-based Delaware limited partnership formed by Green Plains Inc. to provide fuel storage and transportation services by owning, operating, developing and acquiring ethanol and fuel storage tanks, terminals, transportation assets and other related assets and businesses.

#### **About Green Plains Inc.**

Green Plains Inc. (NASDAQ:GPRE) is a diversified commodity-processing business with operations related to ethanol, distillers grains and corn oil production; grain handling and storage; a cattle feedlot; and commodity marketing and distribution services. The company processes 12 million tons of corn annually, producing over 1.2 billion gallons of ethanol, approximately 3.4 million tons of livestock feed and 275 million pounds of industrial grade corn oil at full capacity. Green Plains owns a 62.5% limited partner interest and a 2.0% general partner interest in Green Plains Partners LP (NASDAQ:GPP).

#### **Forward-Looking Statements**

This press release may include forward-looking statements within the meaning of the federal securities laws. Statements that do not relate strictly to historical or current facts are forward-looking. These statements contain words such as “possible,” “if,” “will” and “expect” and involve risks and uncertainties including, among others, that Green Plains Partners' business plans may change as circumstances warrant because of general market conditions or other factors. Such statements are based on current expectations, forecasts and projections, including but not limited to, anticipated financial and operating results, plans, objectives, expectations and intentions that are not historical in nature. When considering these forward-looking statements, you should keep in mind the risk factors and other cautionary statements in Green Plains Partners' SEC filings. Forward-looking statements should not be read as a guarantee of future performance or results, and may not necessarily be accurate indications of the times at, or by which, such performance or results will be achieved. Green Plains Partners undertakes no obligation and does not intend to update these forward-looking statements to reflect events or circumstances occurring after this press release. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release.

**Contact:** Jim Stark | Vice President, Investor & Media Relations | 402.884.8700 | [jim.stark@gpreinc.com](mailto:jim.stark@gpreinc.com)

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