

OCI RESOURCES LP
Filed by
OCI WYOMING HOLDING CO.

FORM SC 13D/A
(Amended Statement of Beneficial Ownership)

Filed 06/26/15

| | |
|-------------|--|
| Address | FIVE CONCOURSE PARKWAY SUITE 2500 ATLANTA, GA 30328 |
| Telephone | 770-375-2300 |
| CIK | 0001575051 |
| Symbol | OCIR |
| SIC Code | 1400 - Mining & Quarrying of Nonmetallic Minerals (No Fuels) |
| Fiscal Year | 12/31 |

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

Amendment No. 2

Under the Securities Exchange Act of 1934

OCI Resources LP

(Name of Issuer)

Common Units Representing Limited Partner Interests

(Title of Class of Securities)

67081B 106

(CUSIP Number)

**Kirk H. Milling
Five Concourse Parkway
Suite 2500
Atlanta, Georgia 30328
Telephone: (770) 375-2300**

with a copy to:

**David K. Cho
Dechert
27th Floor, Henley Building
5 Queen's Road Central
Central, Hong Kong
Telephone: +852-3518-4700**

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

June 23, 2015

(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 Rule 13d-1(e), 13d-1(f) or 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).

1 Name of Reporting Person
OCI Wyoming Holding Co.

2 Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3 SEC Use Only

4 Source of Funds*
OO (please see Item 3 of Amendment No. 1 to Schedule 13D filed by the Reporting Persons on February 14, 2014)

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

7 Sole Voting Power*
4,775,500 common units

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
0

9 Sole Dispositive Power*
4,775,500 common units

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person*
4,775,500 common units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares ☐

13 Percent of Class Represented by Amount in Row 11
Approximately 48.63%**

* OCI Wyoming Holding Co. is the record owner of 4,775,500 common units and 9,775,500 subordinated units representing limited partner interests in OCI Resources LP (the “Issuer”). 4,025,500 common units of the Issuer were issued to OCI Wyoming Holding Co. on September 18, 2013, the closing date of the Issuer’s initial public offering, and an additional 750,000 common units of the Issuer were issued to OCI Wyoming Holding Co. on October 14, 2013, upon the expiration of the underwriters’ 30-day option to purchase additional common units after the underwriters chose not to exercise such option. Each subordinated unit will convert into one common unit at the expiration of the subordination period as set forth in the First Amended and Restated Agreement of Limited Partnership of the Issuer, which is incorporated herein by reference to Exhibit 3.1 to the Issuer’s current report on Form 8-K filed on September 18, 2013.

** Calculation of percentage is based on a total of 9,820,438 common units outstanding on May 1, 2015.

1 Name of Reporting Person
OCI Chemical Corporation

2 Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3 SEC Use Only

4 Source of Funds
OO (please see Item 3 of Amendment No. 1 to Schedule 13D filed by the Reporting Persons on February 14, 2014)

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

7 Sole Voting Power*
4,775,500 common units

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
0

9 Sole Dispositive Power*
4,775,500 common units

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person*
4,775,500 common units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares ☐

13 Percent of Class Represented by Amount in Row 11
Approximately 48.63%**

* OCI Chemical Corporation may be deemed to beneficially own the 4,775,500 common units and 9,775,500 subordinated units representing limited partner interests in the Issuer currently held by OCI Wyoming Holding Co. 4,025,500 common units of the Issuer were issued to OCI Wyoming Holding Co. on September 18, 2013, the closing date of the Issuer's initial public offering, and an additional 750,000 common units of the Issuer were issued to OCI Wyoming Holding Co. on October 14, 2013, upon the expiration of the underwriters' 30-day option to purchase additional common units after the underwriters chose not to exercise such option. Each subordinated unit will convert into one common unit at the expiration of the subordination period as set forth in the First Amended and Restated Agreement of Limited Partnership of the Issuer, which is incorporated herein by reference to Exhibit 3.1 to the Issuer's current report on Form 8-K filed on September 18, 2013.

** Calculation of percentage is based on a total of 9,820,438 common units outstanding on May 1, 2015.

1 Name of Reporting Person
OCI Enterprises Inc.

2 Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3 SEC Use Only

4 Source of Funds
OO (please see Item 3 of Amendment No. 1 to Schedule 13D filed by the Reporting Persons on February 14, 2014)

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

7 Sole Voting Power*
4,775,500 common units

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
0

9 Sole Dispositive Power*
4,775,500 common units

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person*
4,775,500 common units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares ☐

13 Percent of Class Represented by Amount in Row 11
Approximately 48.63%**

* OCI Enterprises Inc. may be deemed to beneficially own the 4,775,500 common units and 9,775,500 subordinated units representing limited partner interests in the Issuer currently held by OCI Wyoming Holding Co. 4,025,500 common units of the Issuer were issued to OCI Wyoming Holding Co. on September 18, 2013, the closing date of the Issuer's initial public offering, and an additional 750,000 common units of the Issuer were issued to OCI Wyoming Holding Co. on October 14, 2013, upon the expiration of the underwriters' 30-day option to purchase additional common units after the underwriters chose not to exercise such option. Each subordinated unit will convert into one common unit at the expiration of the subordination period as set forth in the First Amended and Restated Agreement of Limited Partnership of the Issuer, which is incorporated herein by reference to Exhibit 3.1 to the Issuer's current report on Form 8-K filed on September 18, 2013.

** Calculation of percentage is based on a total of 9,820,438 common units outstanding on May 1, 2015.

1 Name of Reporting Person
OCI Company Ltd.

2 Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3 SEC Use Only

4 Source of Funds
OO (please see Item 3 of Amendment No. 1 to Schedule 13D filed by the Reporting Persons on February 14, 2014)

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or Place of Organization
Republic of Korea

7 Sole Voting Power*
4,775,500 common units

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
0

9 Sole Dispositive Power*
4,775,500 common units

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person*
4,775,500 common units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares ☐

13 Percent of Class Represented by Amount in Row 11
Approximately 48.63%**

* OCI Company Ltd. may be deemed to beneficially own the 4,775,500 common units and 9,775,500 subordinated units representing limited partner interests in the Issuer currently held by OCI Wyoming Holding Co. 4,025,500 common units of the Issuer were issued to OCI Wyoming Holding Co. on September 18, 2013, the closing date of the Issuer's initial public offering, and an additional 750,000 common units of the Issuer were issued to OCI Wyoming Holding Co. on October 14, 2013, upon the expiration of the underwriters' 30-day option to purchase additional common units after the underwriters chose not to exercise such option. Each subordinated unit will convert into one common unit at the expiration of the subordination period as set forth in the First Amended and Restated Agreement of Limited Partnership of the Issuer, which is incorporated herein by reference to Exhibit 3.1 to the Issuer's current report on Form 8-K filed on September 18, 2013.

** Calculation of percentage is based on a total of 9,820,438 common units outstanding on May 1, 2015.

This Amendment No. 2 to Schedule 13D (this “Amendment No.2”) is filed by the Reporting Persons as an amendment to the Schedule 13D filed with the Securities and Exchange Commission on September 27, 2013 (as amended from time to time , the “Schedule 13D”). This Amendment No. 2 relates to common units representing limited partner interests of OCI Resources LP, a Delaware limited partnership (the “Issuer”). This Amendment No. 2 amends and supplements the Schedule 13D. Only those items hereby reported in this Amendment No. 2 are amended and all other items of the Schedule 13D remain unchanged.

Item 4 . Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following:

On June 23, 2015, OCI Enterprises Inc. (“OCIE”) issued a press release (the “Press Release”) stating that OCIE is evaluating strategic alternatives for its stake in the Issuer. The summary of the Press Release set forth in this Item 4 is qualified in its entirety by reference to the full text of the Press Release, a copy of which is attached hereto as Exhibit F and is incorporated by reference herein.

Item 7 . Material to be Filed as Exhibits

Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following:

EXHIBIT F Press Release, issued June 23, 2015.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 is true, complete and correct.

Dated: June 25, 2015

OCI COMPANY LTD.

By: /s/ Su Mi Lee

Name: Su Mi Lee

Title: Vice President

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 is true, complete and correct.

Dated: June 25, 2015

OCI ENTERPRISES INC.

By: /s/ Kirk H. Milling

Name: Kirk H. Milling

Title: President and Chief Executive Officer

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 is true, complete and correct.

Dated: June 25, 2015

OCI CHEMICAL CORPORATION

By: /s/ Kirk H. Milling

Name: Kirk H. Milling

Title: President and Chief Executive Officer

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 is true, complete and correct.

Dated: June 25 , 2015

OCI WYOMING HOLDING CO.

By: /s/ Kirk H. Milling

Name: Kirk H. Milling

Title: President and Chief Executive Officer



**OCI ENTERPRISES INC . EVALUATING STRATEGIC ALTERNATIVES
FOR ITS STAKE IN OCI RESOURCES LP**

Atlanta, Ga. (June 23, 2015)- OCI Enterprises Inc., the North American subsidiary of OCI Company Ltd. of Seoul, Korea, announced today that it is evaluating strategic alternatives for its stake in OCI Resources LP (NYSE: OCIR).

###

ABOUT OCI ENTERPRISES INC.

OCI Enterprises Inc. is a chemical and green energy company headquartered in Atlanta, Ga. It is the North American subsidiary of OCI Company Ltd., of Seoul, Korea. OCI Enterprises Inc. is comprised of two divisions: Atlanta-based OCI Chemical Corporation and San Antonio-based OCI Energy LLC.

ABOUT OCI RESOURCES LP

OCI Resources LP, a master limited partnership, operates the trona ore mining and soda ash production business of OCI Wyoming LLC, (“OCI Wyoming”), one of the largest and lowest cost producers of natural soda ash in the world, serving a global market from its facility in the Green River Basin of Wyoming. The facility has been in operation for more than 50 years.

ABOUT OCI COMPANY LTD.

OCI Company Ltd. is a global leading green energy and chemical company founded in 1959 in South Korea. It has developed a diversified portfolio of products and solutions for a broad spectrum of industries in the renewable energy sector, namely polysilicon raw materials for solar cells, fumed silica vacuum insulation panel (product: ENERVAC), sapphire ingots for LEDs and solar photovoltaic power as well as chemical products for the petro and coal chemical sector and the inorganic chemical and specialty gases sector. For more information, visit www.oci.co.kr.

Media Relations :

Amy McCool
(770) 375-2321
amccool@ocenterprises.com

Investor Relations :

Scott Humphrey
(770) 375-2387
shumphrey@ocenterprises.com
