

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported): July 19, 2015

OCI Resources LP

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-36062
(Commission
File Number)

46-2613366
(IRS Employer
Identification No.)

**Five Concourse Parkway
Suite 2500
Atlanta, Georgia**
(Address of principal executive office)

30328
(Zip Code)

(770) 375-2300
(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 5.01 Changes in Control of Registrant.

On July 20, 2015, OCI Enterprises Inc. (“Enterprises”), the sponsor of OCI Resources LP (the “Partnership”), announced that it had entered into a Share and Asset Purchase Agreement with Park Holding A.S. (“Buyer”), a subsidiary of Ciner Group of Istanbul, Turkey, wherein Enterprises agreed to sell, and Buyer agreed to buy, its approximately 73% limited partner interest in the Partnership, as well as 100% of the Partnership’s general partner, which owns a 2.0% general partner interest in the Partnership and 100% of the Partnership’s incentive distribution rights (the “Transaction”). Upon closing of the Transaction, Buyer will own and control the Partnership’s general partner, and Enterprises will no longer have any ownership interest in the Partnership or its general partner. The closing of the Transaction is subject to the satisfaction of customary closing conditions and regulatory approvals and is expected to close by the end of third quarter 2015.

Item 7.01 Regulation FD Disclosure.

On July 20, 2015, Enterprises issued a press release relating to the Transaction. A copy of the press release is furnished as Exhibit 99.1 hereto.

In accordance with General Instruction B.2 to Form 8-K, the information provided under this Item 7.01 and the information attached to this Form 8-K as Exhibit 99.1 shall be deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as expressly set forth by specific reference in such filing. The furnishing of the information in this report is not intended to, and does not, constitute a determination or admission by the Partnership that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Partnership or any of its affiliates.

This Form 8-K and the related exhibit contains forward-looking statements. Statements other than statements of historical facts included in this Form 8-K or the related exhibit that address activities, events or developments that the Partnership expects, believes or anticipates will or may occur in the future are forward-looking statements. These statements contain words such as “possible,” “believe,” “should,” “could,” “would,” “predict,” “plan,” “estimate,” “intend,” “may,” “anticipate,” “will,” “if,” “expect” or similar expressions. Such statements are based only on the Partnership’s current beliefs, expectations and assumptions regarding the future of the Partnership’s business, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of the Partnership’s control. The Partnership’s actual results and financial condition may differ materially from those implied or expressed by these forward-looking statements. Consequently, you are cautioned not to place undue reliance on any forward-looking statement because no forward-looking statement can be guaranteed. Factors that could cause the Partnership’s actual results to differ materially from the results contemplated by such forward-looking statements include: changes in general economic conditions, the Partnership's ability to meet its expected quarterly distributions, changes in the Partnership’s relationships with its customers, including American Natural Soda Ash Corporation (“ANSAC”), the demand for soda ash and the opportunities for the Partnership to increase its volume sold, the development of glass and glass making product alternatives, changes in soda ash prices, operating hazards, unplanned maintenance outages at the Partnership’s production facilities, construction costs or capital expenditures exceeding estimated or budgeted costs or expenditures, the effects of government regulation, tax position, and other risks incidental to the mining, processing, and shipment of iron ore and soda ash, as well as the other factors discussed in the Partnership’s Annual Report on Form 10-K for the year ended December 31, 2014, and subsequent reports filed with the Securities and Exchange Commission. All forward-looking statements included in this Form 8-K or the related exhibit are expressly qualified in their entirety by such cautionary statements. Unless required by law, the Partnership undertakes no duty and does not intend to update the forward-looking statements made herein to reflect new information or events or circumstances occurring after the date made. All forward-looking statements speak only as of the date made.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of OCI Enterprises Inc., July 20, 2015

SIGNATURE

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

OCI RESOURCES LP

By: OCI Resource Partners LLC,
its General Partner

By: /s/ Nicole C. Daniel
Nicole C. Daniel
Vice President, General Counsel and Secretary

Date: July 20, 2015

EXHIBIT INDEX

Exhibit Number

99.1

Description

Press Release of OCI Enterprises Inc., July 20, 2015



OCI ENTERPRISES INC. SIGNS DEFINITIVE AGREEMENT TO SELL GENERAL PARTNER AND LIMITED PARTNER INTERESTS IN OCI RESOURCES LP TO PARK HOLDING A.S. OF CINER GROUP

Atlanta, Ga. (July 20, 2015)- OCI Enterprises Inc., the North American subsidiary of OCI Company Ltd. (“OCI”) of Seoul, Korea, has signed a definitive agreement to sell its approximately 73% limited partner interest in OCI Resources LP (NYSE: OCIR) (“OCI Resources” or the “Partnership”), as well as its 2% general partner interest and related incentive distribution rights, to Park Holding A.S., a subsidiary of Ciner Group of Istanbul, Turkey.

Following the transaction, OCI Resources will continue to operate as a publicly traded Master Limited Partnership with the current management team remaining with the Partnership. The transaction does not involve the sale or purchase of any OCI Resources common units held by the public.

The transaction is subject to customary closing conditions and regulatory approvals and is expected to close by the end of the third quarter 2015.

OCI Resources owns a controlling interest comprised of a 51% membership interest in OCI Wyoming LLC (“OCI Wyoming”), one of the largest and lowest-cost producers of natural soda ash in the world. Ciner Group, through its subsidiary, Eti Soda, operates a natural soda ash production facility in the world's second largest trona ore bed located in Beypazarri, Turkey.

“We are really excited about our new strategic relationship with Ciner Group and their desire to help us expedite the growth of our MLP. We think there will be numerous opportunities to leverage their expertise to help us grow our cash flow,” said OCI Resources President and CEO Kirk Milling.

“Ciner Group is pleased to welcome OCI Resources to our family of companies. With its position in markets that are complementary to ours, OCI Resources brings solid operational and financial performance as well as industry-leading safety performance,” said Turgay Ciner, Chairman, Ciner Group.

In June 2015, OCI Enterprises Inc. announced it was evaluating strategic alternatives for its stake in OCI Resources.

Citi acted as financial advisor, Dechert LLP served as legal advisor to OCI Enterprises Inc. and White & Case LLP served as legal advisor to Ciner Group with the assistance of Regnum Solicitors acting as in-house legal advisor.

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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, 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 Seoul, 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. OCI has a customer base spanning 80 countries with about \$3 billion in sales in 2014. OCI has been awarded Best Performing Chemical Company in the Dow Jones Sustainability Index (DJSI) Asia Pacific Region for three years in addition to earning 'The Green Company Certification' for the first time in Korea in 2010. OCI has more than 4,800 employees and operates in more than 20 overseas subsidiaries and regional branches in Asia, the U.S. and Europe.

ABOUT CINER GROUP

Established in 1978, Ciner Group is primarily active in energy, mining, shipping and media and is one of the largest conglomerates in Turkey.

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