

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

Amendment No. 3
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
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Suite 2500
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with a copy to:

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

July 19, 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. 3 to Schedule 13D (this “Amendment No.3”) 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. 3 relates to common units representing limited partner interests of OCI Resources LP, a Delaware limited partnership (the “Issuer”). This Amendment No. 3 amends and supplements the Schedule 13D. Only those items hereby reported in this Amendment No. 3 are amended and all other items of the Schedule 13D remain unchanged.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended and supplemented by adding the following:

On July 20, 2015, OCI Enterprises Inc. (“Enterprises”) issued a press release (the “Press Release”) stating that Enterprises 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 Issuer, as well as 100% of the Issuer’s general partner, which owns a 2.0% general partner interest in the Issuer and 100% of the Issuer’s incentive distribution rights (the “Transaction”). Upon closing of the Transaction, Buyer will own and control the Issuer’s general partner, and Enterprises and other Reporting Persons will no longer have any ownership interest in the Issuer 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. The summary of the Press Release set forth in this Item 6 is qualified in its entirety by reference to the full text of the Press Release, a copy of which is attached hereto as Exhibit G and is incorporated by reference herein.

On July 21, 2015, OCI Company Ltd. issued a press release on the Transaction, a copy of which press release is attached hereto as Exhibit H 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 G Press Release of OCI Enterprises Inc., issued July 20, 2015.
- EXHIBIT H Press Release of OCI Company Ltd., issued July 21, 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. 3 is true, complete and correct.

Dated: July 31 , 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. 3 is true, complete and correct.

Dated: July 31 , 2015

OCI ENTERPRISES INC.

By: /s/ Charles (Choung) Kim

Name: Charles (Choung) Kim

Title: Chief Financial 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. 3 is true, complete and correct.

Dated: July 31 , 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. 3 is true, complete and correct.

Dated: July 31 , 2015

OCI WYOMING HOLDING CO.

By: /s/ Kirk H. Milling

Name: Kirk H. Milling

Title: President and Chief Executive Officer



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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OCI to sell USA Soda Ash subsidiary OCI Chemical

OCI (CEO Woo Hyun Lee) announced that it has signed an agreement to sell OCI Chemical Corp. (“OCI Chemical”) (100% owned), a chemical business affiliated with OCI Enterprises Inc., a holding company directing its North American business, to Park Holding A.S., a subsidiary of Ciner Group for USD \$429 million (KRW about 491.8 billion won).

OCI Chemical owns approximately 73% (14.55 million limited partner units) of OCI Resources LP (NYSE: OCIR) (“OCI Resources” or the “Partnership”), as well as a 2.0% general partner interest in the Partnership and 100% of the Partnership’s incentive distribution rights. OCI Chemical’s interest in its Sodium Percarbonate and Hydrogen Peroxide business is not included in the transaction.

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. Soda ash is used in the glass manufacturing process and as a raw material for detergent and soap, etc. OCI originally invested USD \$150 million in OCI Wyoming in 1996. The remaining 49% interest in OCI Wyoming LLC is owned by a wholly owned subsidiary of U.S. Natural Resource Partners LP (NYSE: NRP).

An OCI official said, “This transaction means we can secure funds to develop new business in North America, including solar photovoltaics. OCI is carrying out its strategy of seeking both growth and profit on the basis of its key businesses such as solar PV, energy storage systems and chemical materials.”

OCI entered the U.S. solar PV market in 2011 and acquired specialized subsidiary OCI Solar Power. The company is positively developing solar PV, including winning a 400MW solar PV power supply contract in San Antonio, Texas in 2012.

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.
