

**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): August 3, 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 7.01 Regulation FD Disclosure

On August 3, 2015 , OCI Resources LP (the “Partnership”) posted a presentation to its website related to a previously announced proposed transaction between OCI Enterprises Inc., Ciner Enterprises Inc., and Park Holding A.S. A copy of the Partnership’s presentation is attached hereto as Exhibit 99.1 and incorporated herein by reference.

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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Presentation of OCI Resources LP, posted on August 3, 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: August 3, 2015

EXHIBIT INDEX

Exhibit Number	Description
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OCI Resources LP – Transaction Overview

July 2015



- **Cautionary Note Regarding Forward-Looking Statements.** This document contains “forward-looking” statements. You should not place undue reliance on these statements. Forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategies. These statements often include words such as “believe”, “expect”, “anticipate”, “intend”, “plan”, “estimate”, “seek”, “will”, “may” or similar expressions that are predictions of or indicate future events or trends. These statements are based on certain assumptions that we have made in light of our experience in the industry as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate in these circumstances. As you read and consider this document, you should understand that these statements are not guarantees of performance or results and that actual future results may vary materially. They involve risks, uncertainties, and assumptions. Many factors could affect our actual financial results and could cause actual results to differ materially from those expressed in the forward-looking statements. In light of these risks, uncertainties, and assumptions, the forward-looking statements contained in this document might not prove to be accurate and you should not place undue reliance upon them. All forward-looking statements attributable to use or persons acting on our behalf are expressly qualified in their entirety by the foregoing cautionary statements. All such statements speak only as of the date made, and we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.
- **Use of Non-GAAP Financial Measures.** OCIR provides financial measures and terms not calculated in accordance with accounting principles generally accepted in the United States (GAAP). Presentation of non-GAAP measures such as, but not limited to, “EBITDA”, provide investors with an alternative method for assessing our operating results in a manner that enables them to more thoroughly evaluate our performance. These non-GAAP measures provide a baseline for assessing OCIR’s future earnings expectations. Management uses these non-GAAP measures for the same purpose. The non-GAAP measures included in this presentation are provided to give investors access to the types of measures that we use in analyzing our results.
- **Information Regarding Analyst Estimates, Ciner and Eti Soda.** Information regarding analyst estimates about OCIR is based upon data made available to OCIR by such analysts, and information regarding Ciner and Eti Soda is based upon data made available to OCIR by Ciner and Eti Soda. OCIR has not independently verified any such information.

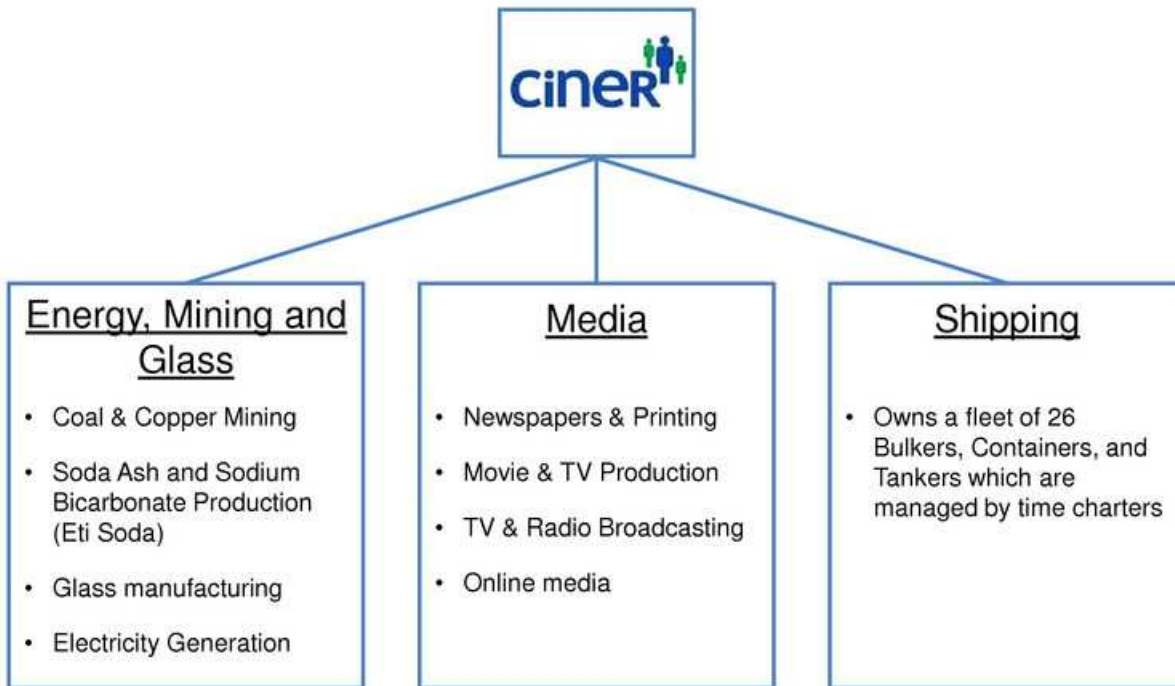
Transaction Overview

OCI

- On July 20, 2015, OCI Enterprises Inc. announced its intent to sell its interest in OCI Resources LP to Park Holding A.S. ("Park Holdings"), a subsidiary of Ciner Group of Istanbul, Turkey. The transaction includes:
 - 100% of the general partner and related incentive distribution rights of OCI Resources LP (NYSE: OCIR);
 - 4,775,500 OCIR common units; and
 - 9,775,500 OCIR subordinated units
- Results in Park Holdings owning 100% of OCIR's general partner and approximately 73% of its limited partner interests
- Purchase price of \$429 million implies a ~\$574 million equity value for OCIR on a 100% basis, or ~9.5x 2015 EBITDA based on consensus analyst estimates
 - Assuming a \$25 - \$35 million value for the GP, results in a \$27.50 - \$28.00 per LP unit value
- The transaction is subject to customary closing conditions and regulatory approvals that are outside of the control of OCIR, and is expected to close by the end of the third quarter of 2015

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



About Eti Soda

OCI



- Eti Soda, produces natural soda ash and sodium bicarbonate from the world's second largest trona reserve
- Eti's trona mine is located in the Beypazarı district of Ankara and utilizes solution mining
- The trona solution is taken into the monohydrate process and converted to sodium carbonate and sodium bicarbonate products and are sold throughout the world, in particular to the European market
- Currently produces 1 million metric tons of soda ash and 100,000 metric tons of sodium bicarbonate annually
- Eti Soda has a partnership structure whereby a 74% share belongs to Ciner Group and a 26% share belongs to Eti Mining Corporation, a Turkish government entity

Transaction Rationale

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- Provides OCI Enterprises the capital to continue to develop its solar photovoltaics business in North America
- Significantly expands Ciner Group's Soda Ash business and market share. Combined entity will be 2nd largest producer of natural soda ash in the world.
- Provides a well capitalized parent to support growth opportunities of OCIR
- Marks Ciner Group's first investment in United States and is anticipated to serve as its local platform for growth

