

Oiltanking Partners, L.P.  
Form S-8 POS  
February 13, 2015

As filed with the Securities and Exchange Commission on February 13, 2015

Registration No. 333-197324

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

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**OILTANKING PARTNERS, L.P.**

**(Exact name of registrant as specified in its charter)**

**Oiltanking Partners, L.P. Long-Term Incentive Plan**

**(Full title of the plan)**

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

**1100 Louisiana, 10th Floor**  
**Houston, Texas 77002**  
**(713) 381-6500**

(Address, including zip code, and telephone  
number, including area code, of registrant's  
principal executive offices)

**45-0684578**  
(I.R.S. Employer  
Identification Number)

**Craig W. Murray**  
**1100 Louisiana, 10th Floor**  
**Houston, Texas 77002**  
**(713) 381-6500**

(Name, address, including zip code, and telephone  
number, including area code,  
of agent for service)

*With a copy to:*

**David C. Buck**

**Andrews Kurth LLP**

**600 Travis, Suite 4200**

**Houston, Texas 77002**

**(713) 220-4200**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company



**DEREGISTRATION OF SECURITIES**

On July 9, 2014, Oiltanking Partners, L.P., a Delaware limited partnership (the Partnership ), filed a registration statement on Form S-8 (Registration No. 333-197324) (the Registration Statement ) with the Securities and Exchange Commission (the Commission ), which was deemed effective upon filing. The Registration Statement registered the offer and sale of 7,779,960 common units representing limited partner interests in the Partnership (as adjusted for a two-for-one stock split effective July 14, 2014) issuable pursuant to the Oiltanking Partners, L.P. Long-Term Incentive Plan (collectively, the Registered Securities ).

Pursuant to the Agreement and Plan of Merger, dated as of November 11, 2014, by and among Enterprise Products Partners L.P. ( Enterprise ), Enterprise Products Holdings LLC , which is the general partner of Enterprise, EPOT MergerCo LLC ( MergerCo ), which is a wholly owned subsidiary of Enterprise, the Partnership and OTLP GP, LLC, MergerCo merged with and into the Partnership, with the Partnership surviving the merger as a wholly owned subsidiary of Enterprise, on February 13, 2015 (the Merger ).

In connection with the Merger, as of the date hereof, the offer and sale of the Registered Securities is terminated, and in accordance with an undertaking made by the Partnership in the Registration Statement, the Partnership hereby removes from registration by means of this Post-Effective Amendment No. 1 any of the Registered Securities which remain unsold under the Registration Statement as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Oiltanking Partners, L.P. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on February 13, 2015.

**OILTANKING PARTNERS, L.P.**

By: OTLP GP, LLC, as General Partner

By: /s/ W. Randall Fowler  
W. Randall Fowler  
Executive Vice President and Chief  
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on February 13, 2015.

<b>Name</b>	<b>Title (Position with OTLP GP, LLC)</b>
/s/ Michael A. Creel	Director and Chief Executive Officer (Principal Executive Officer)
Michael A. Creel	
/s/ W. Randall Fowler	Director, Executive Vice President and Chief Financial Officer (Principal Financial Officer)
W. Randall Fowler	
/s/ A. James Teague	Director and Chief Operating Officer
A. James Teague	
/s/ Michael J. Knesek	Senior Vice President, Principal Accounting Officer
Michael J. Knesek	and Controller