

Delek US Holdings, Inc.
Form 4
March 22, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Delek Hungary Holding LTD
Liability CO

(Last) (First) (Middle)

7, GIBOREI ISRAEL STREET,
P.O.B. 8464, INDUSTRIAL ZONE
SOUTH

(Street)

NETANYA, L3 42504

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Delek US Holdings, Inc. [DK]

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/20/2013		S	9,000,000 (1)	D \$ 37.92 (2)	22,536,432 (3)	D (3)
Common Stock	03/20/2013		S	1,000,000 (1)	D \$ 37.92 (2)	21,536,432 (3)	D (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Delek Hungary Holding LTD Liability CO
7, GIBOREI ISRAEL STREET, P.O.B. 8464
INDUSTRIAL ZONE SOUTH
NETANYA, L3 42504

X

Signatures

/s/ Leora Pratt Levin,
Attorney-In-Fact

03/22/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) This Form 4 is filed jointly by Delek Hungary Holding Limited Liability Company ("Delek Hungary"), Delek Petroleum, Ltd. ("Delek Petroleum"), Delek Group, Ltd. ("Delek Group") and Itshak Sharon. On March 20, 2013, Delek Hungary sold 9,000,000 shares of Common Stock of Delek US Holdings, Inc. ("Delek US") in an underwritten secondary offering (the "Offering"). Concurrently with and contingent on the closing of the Offering, Delek US repurchased 1,000,000 shares of its common stock from Delek Hungary in a private, non-underwritten transaction (the "Repurchase"). Delek Petroleum, Delek Group and Mr. Sharon disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
- (2) The price represents the public offering price of \$39.50 per share less the underwriters' discount of \$1.58 per share. The price per share in connection with the Repurchase was equal to the price per share paid by the underwriters in connection with the Offering.
- (3) Represents shares directly owned by Delek Hungary. Delek Hungary is a subsidiary of Delek Petroleum and Delek Group. Mr. Sharon has voting and investment control over Delek Group, the parent company of Delek Petroleum and Delek Hungary, through corporations that he controls. Delek Petroleum, Delek Group and Mr. Sharon disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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