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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 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): June 6, 2018

**ENTERPRISE PRODUCTS PARTNERS L.P.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1-14323**  
(Commission File Number)

**76-0568219**  
(I.R.S. Employer  
Identification No.)

**1100 Louisiana Street, 10th Floor**  
**Houston, Texas 77002**  
(Address of Principal Executive Offices, including Zip Code)

**(713) 381-6500**  
(Registrant's Telephone Number, including Area Code)

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 (see General Instruction A.2.):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 1.01 Entry into a Material Definitive Agreement.**

As previously disclosed, each of Enterprise Products Partners L.P., a Delaware limited partnership (the “Partnership”), Oiltanking Holding Americas, Inc., a Delaware corporation (“OTA”), OTB Holdco, LLC, a Delaware limited liability company (“OTB Holdco”), and Enterprise Products Holdings LLC, a Delaware limited liability company (the “General Partner”), entered into that certain Contribution and Purchase Agreement, dated as of October 1, 2014, by and among the Partnership, OTA, OTB Holdco and (for purposes of Section 5.11 thereof) the General Partner (the “Purchase Agreement”), pursuant to which the Partnership acquired from OTA and OTB Holdco a controlling interest in Oiltanking Partners, L.P., a Delaware limited partnership (“Oiltanking”).

Section 5.11 of the Purchase Agreement provides that Marquard & Bahls, AG (“M&B”), shall be entitled to maintain a designee (the “M&B Designee”) or a replacement thereof as a member of the board of directors of the General Partner (the “Enterprise Board”) in accordance with the terms and conditions set forth therein.

Effective as of June 6, 2018, each of the Partnership, OTA (including without limitation as successor-by-merger to OTB Holdco), the General Partner and M&B entered into Amendment No. 1 to the Purchase Agreement (the “Amendment”), which terminated (i) any and all rights of M&B and/or any affiliate thereof under the Purchase Agreement to maintain the M&B Designee or any replacement thereof as a member of the Enterprise Board and (ii) any and all other rights and obligations of any person under Section 5.11 of the Purchase Agreement.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 2.2 to this Current Report on Form 8-K and incorporated into this Item 1.01 by reference.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<a href="#"><u>2.1</u></a>	<a href="#"><u>Contribution and Purchase Agreement, dated as of October 1, 2014, by and among Enterprise Products Partners L.P., Oiltanking Holding Americas, Inc., OTB Holdco, LLC and (for purposes of Section 5.11 thereof) Enterprise Products Holdings LLC (incorporated by reference to Exhibit 2.1 to Form 8-K filed October 1, 2014).</u></a>
<a href="#"><u>2.2</u></a>	<a href="#"><u>Amendment No. 1 dated as of June 6, 2018 to Contribution and Purchase Agreement, by and among Enterprise Products Partners L.P., Oiltanking Holding Americas, Inc., Enterprise Products Holdings LLC and Marquard &amp; Bahls, AG.</u></a>

**SIGNATURES**

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.

**ENTERPRISE PRODUCTS PARTNERS L.P.**

By: Enterprise Products Holdings LLC,  
its General Partner

Date: June 12, 2018

By: /s/ R. Daniel Boss  
Name: R. Daniel Boss  
Title: Senior Vice President – Accounting and Risk Control

By: /s/ Michael W. Hanson  
Name: Michael W. Hanson  
Title: Vice President and Principal Accounting Officer

**AMENDMENT NO. 1  
TO  
CONTRIBUTION AND PURCHASE AGREEMENT**

This Amendment No. 1 dated effective as of June 6, 2018 (this "Amendment") to the Contribution and Purchase Agreement, dated as of October 1, 2014 (the "Agreement"), by and among Enterprise Products Partners L.P., a Delaware limited partnership ("Enterprise"), Oiltanking Holding Americas, Inc., a Delaware corporation ("OTA"), OTB Holdco, LLC, a Delaware limited liability company ("OTB Holdco"), and (for purposes of Section 5.11 thereof) Enterprise Products Holdings LLC, a Delaware limited liability company and the sole general partner of Enterprise (the "Enterprise General Partner"), is hereby adopted by each of Enterprise, OTA (including without limitation as successor-by-merger to OTB Holdco), the Enterprise General Partner, and Marquard & Bahls, AG, an *Aktiengesellschaft* under the laws of Germany ("M&B"). Capitalized terms used but not otherwise defined herein are used as defined in the Agreement.

**RECITALS**

WHEREAS, each of Enterprise, OTA, OTB Holdco and (for purposes of Section 5.11 thereof) the Enterprise General Partner have heretofore entered into the Agreement, pursuant to which Enterprise acquired the Subject Interests (as defined in the Agreement) from OTA and OTB Holdco; and

WHEREAS, Section 5.11 of the Agreement provides that M&B shall be entitled to maintain a designee (the "M&B Designee") or a replacement thereof as a member of the board of directors of the Enterprise General Partner (the "Enterprise Board") in accordance with the terms and conditions set forth in such Section 5.11; and

WHEREAS, Section 5.11 of the Agreement provides that M&B shall be a third-party beneficiary of such Section 5.11 and shall have the right to enforce its rights thereunder;

WHEREAS, OTB Holdco was merged into OTA pursuant to a merger agreement effective October 31, 2014 which left OTA as the surviving company and successor in interest to OTB Holdco; and

WHEREAS, each of Enterprise, OTA, the Enterprise General Partner and M&B desire to amend the Agreement in order to (i) terminate any and all rights of M&B and/or any Affiliate thereof under the Agreement to maintain the M&B Designee or any replacement thereof as a member of the Enterprise Board (including without limitation under Section 5.11 of the Agreement) and (ii) terminate any and all other rights and obligations of any Person (as defined in the Agreement) under Section 5.11 of the Agreement.

NOW, THEREFORE, pursuant to Section 7.02 of the Agreement, the Agreement is hereby amended as follows:

**Section 1. TERMINATION AND AMENDMENT.** Any and all rights of M&B and/or any Affiliate thereof under the Agreement to maintain the M&B Designee or any replacement thereof as a member of the Enterprise Board (including without limitation under Section 5.11 of the Agreement) are hereby terminated. Any and all other rights and obligations of any Person under Section 5.11 of the Agreement are hereby terminated, and such Section 5.11 is hereby deleted in its entirety from the Agreement and replaced with the following:

Section 5.11 *[Reserved]*.

**Section 2. GOVERNING LAW.** This Amendment shall be governed by and construed in accordance with the law of the State of Delaware, without regard to the conflicts of law rules of such State.

**Section 3. COUNTERPARTS.** This Amendment may be executed in counterparts, all of which together shall constitute an agreement binding on all the parties hereto, notwithstanding that all such parties are not signatories to the original or the same counterpart.

**Section 4. INVALIDITY OF PROVISIONS.** If any provision of this Amendment is or becomes invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein shall not be effected thereby.

*(Signature Page Follows)*

ENTERPRISE PRODUCTS PARTNERS L.P.

By: Enterprise Products Holdings LLC

Its: General Partner

By: /s/ Brent B. Secrest

Name: Brent B. Secrest

Title: Senior Vice President

OILTANKING HOLDING AMERICAS, INC.

By: /s/ Julio Nestor Tellechea

Name: Julio Nestor Tellechea

Title: Director

By: /s/ Daniel Vos

Name: Daniel Vos

Title: Director

ENTERPRISE PRODUCTS HOLDINGS LLC

By: /s/ Brent B. Secrest

Name: Brent B. Secrest

Title: Senior Vice President

MARQUARD & BAHLS, AG

By: /s/ Christian Flach

Name: Dr. Christian Flach

Title: Chief Executive Officer

By: /s/ Lorenz Zwingmann

Name: Lorenz Zwingmann

Title: Chief Financial Officer