
**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): December 18, 2017

ARC LOGISTICS PARTNERS LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-36168
(Commission File Number)

36-4767846
(IRS Employer Identification No.)

725 Fifth Avenue, 19th Floor
New York, New York
(Address of principal executive offices)

10022
(Zip Code)

(212) 993-1290
(Registrant's telephone number, including area code)

N/A
(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))

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.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On December 18, 2017, Arc Logistics Partners LP, a Delaware limited partnership (“MLP”), convened its special meeting of unitholders (the “Special Meeting”) to vote on the proposal identified in the definitive proxy statement dated October 30, 2017, which was first mailed to holders of common units representing limited partner interests in MLP (“Common Units”) on or about October 30, 2017.

As of the close of business on October 20, 2017, the record date for the Special Meeting, there were 19,545,944 Common Units outstanding and entitled to vote at the Special Meeting. A quorum of 15,954,649 Common Units was represented in person or by proxy at the Special Meeting. A summary of the voting results for the following proposal, which is described in detail in the definitive proxy statement, is set forth below:

1. Proposal to approve the Purchase Agreement and Plan of Merger, dated as of August 29, 2017, by and among MLP, Arc Logistics GP LLC, Lightfoot Capital Partners GP LLC, Lightfoot Capital Partners, LP, Zenith Energy U.S., L.P., Zenith Energy U.S. GP, LLC, Zenith Energy U.S. Logistics Holdings, LLC, and Zenith Energy U.S. Logistics, LLC, and the merger contemplated thereby (the “Merger Proposal”). The Merger Proposal received the affirmative vote of approximately 99.38% of the Common Units represented at the Special Meeting in person or by proxy.

Votes For	Votes Against	Votes Abstained
15,855,083	87,809	11,757

No other business properly came before the Special Meeting.

Item 8.01. Other Events.

On December 18, 2017, MLP issued a press release announcing the results of the unitholder vote at the Special Meeting. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release, dated December 18, 2017, issued by Arc Logistics Partners LP

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.

Date: December 18, 2017

ARC LOGISTICS PARTNERS LP

By: Arc Logistics GP LLC, its general partner

By: /s/ Vincent T. Cabbage

Name: Vincent T. Cabbage

Title: Chief Executive Officer



Arc Logistics Partners
<http://arcxlp.com>

Arc Logistics Partners LP Announces Unitholder Approval of Merger

NEW YORK, December 18, 2017 (GLOBE NEWSWIRE) — Arc Logistics Partners LP (NYSE: ARCX) (“Arc Logistics” or the “Partnership”) announced that at the special meeting of the Partnership’s common unitholders held on December 18, 2017, the Partnership’s unitholders voted to approve the Purchase Agreement and Plan of Merger (the “Merger Agreement”) dated as of August 29, 2017, by and among the Partnership, Arc Logistics GP LLC (“Arc GP”), Lightfoot Capital Partners, LP (“LCP LP”), Lightfoot Capital Partners GP LLC (“LCP GP” and, together with LCP LP, “Lightfoot”) and Zenith Energy U.S., L.P. and certain of its affiliates (together with such affiliates, “Zenith”), a portfolio company of Warburg Pincus, and the merger contemplated thereby. Approximately 99.38% of the Partnership’s common units represented in person or by proxy at the special meeting voted in favor of the approval of the Merger Agreement and the merger contemplated thereby, which represented approximately 81.12% of the Partnership’s total outstanding common units as of October 20, 2017, the record date for the special meeting.

Pursuant to the Merger Agreement, at the closing Zenith will acquire Arc GP, the general partner of the Partnership (the “GP Transfer”), and all of the outstanding common units in the Partnership (the “Merger” and, together with the GP Transfer, the “Proposed Transaction”). Under the terms of the Merger Agreement, all Arc Logistics common unitholders, other than Lightfoot, will receive \$16.50 per common unit in cash for each common unit they own, which represents a premium of approximately 15% to the Partnership’s common unit price as of August 28, 2017 (which is the day prior to the announcement of the Merger). LCP LP will receive \$14.50 per common unit in cash for the approximately 5.2 million common units held by it, and LCP GP will receive \$94.5 million for 100% of the membership interests in Arc GP.

Subject to satisfaction of the remaining closing conditions, the parties currently expect to close the Proposed Transaction on or about December 21, 2017. The transaction is subject to (i) the closing of the purchase by Zenith and Lightfoot from EFS Midstream Holdings LLC of certain of the interests in Arc Terminals Joliet Holdings LLC, which indirectly owns among other things a crude oil unloading facility and a 4-mile crude oil pipeline in Joliet, Illinois, and (ii) the closing of the purchase by Zenith of a 5.5% interest (and, subject to certain conditions, an additional 4.2% interest) in Gulf LNG Holdings Group, LLC, which owns a liquefied natural gas regasification and storage facility in Pascagoula, Mississippi, from Lightfoot.

About Arc Logistics Partners LP

Arc Logistics is a fee-based, growth-oriented limited partnership that owns, operates, develops and acquires a diversified portfolio of complementary energy logistics assets. Arc Logistics is principally engaged in the terminalling, storage, throughput and transloading of petroleum products and other liquids. For more information, please visit www.arcxlp.com.

Forward-Looking Statements

This communication contains “forward-looking statements.” Certain expressions including “believe,” “expect,” “intends,” or other similar expressions are intended to identify the Partnership’s current expectations, opinions, views or beliefs concerning future developments and their potential effect on the Partnership. While management believes that these forward-looking statements are reasonable when made, there can be no assurance that future developments affecting the Partnership will be those that it anticipates. The forward-looking statements involve significant risks and uncertainties (some of which are beyond the Partnership’s control) and assumptions that could cause actual results to differ materially from the Partnership’s historical experience and its present expectations or projections. Additional information concerning factors that could cause the Partnership’s actual results to differ can be found in the Partnership’s public periodic filings with the Securities and Exchange Commission (the “SEC”), including the Partnership’s Annual Report on Form 10-K for the year ended December 31, 2016 and any updates thereto in the Partnership’s subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and the Partnership’s definitive proxy statement filed with the SEC on October 30, 2017.

Among other risks and uncertainties, there can be no guarantee that the Proposed Transaction will be completed, or if it is completed, the time frame in which it will be completed. The Proposed Transaction is subject to the satisfaction of certain conditions contained in the Merger Agreement. The failure to complete the Proposed Transaction could disrupt certain of the Partnership’s plans, operations, business and employee relationships.

These factors are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in any of the forward-looking statements contained herein. Other unknown or unpredictable factors could also have material adverse effects on the Partnership's future results. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date thereof. The Partnership undertakes no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise.

Investor Contact:

IR@arcxlp.com

www.arcxlp.com

212-993-1290