

---

---

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 NO. 333-201211  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 NO. 333-204835  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 NO. 333-207945**

**REGISTRATION STATEMENTS  
UNDER  
THE SECURITIES ACT OF 1933**

---

**Zenith Energy Logistics Partners LP**

(Exact name of registrant as specified in its charter)

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

**001-36168**  
(Commission  
File Number)

**36-4767846**  
(I.R.S. Employer  
Identification Number)

**3900 Essex Lane  
Houston, TX 77027  
(713) 395-6200**

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

**Dana Love  
Secretary  
3900 Essex Lane  
Houston, TX 77027  
(713) 395-6200**

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

*Copy to:*

**Matthew R. Pacey  
Kirkland & Ellis LLP  
609 Main Street  
Houston, TX 77007  
(713) 836-3600**

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

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.

---

---

---

## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to the following Registration Statements on Form S-3 (the “Registration Statements”), originally filed by Arc Logistics Partners LP, a Delaware limited partnership (as now known as Zenith Energy Logistics Partners LP, the “Partnership”), with the Securities and Exchange Commission:

- Registration No. 333-201211, filed on Form S-3 on December 22, 2014, pertaining to the registration of an indeterminate number of common units representing limited partner interests (“Common Units”) that may be issued from time to time up to \$500,000,000 in aggregate offering price and 68,617 Common Units that may be sold in one or more secondary offerings by the selling unitholder;
- Registration No. 333-204835, filed on Form S-3 on June 9, 2015, pertaining to the registration of 4,520,795 Common Units that be sold in one or more secondary offerings by the selling unitholder; and
- Registration No. 333-207945, filed on Form S-3 on November 12, 2015, pertaining to the registration of 1,745,669 Common Units that be sold in one or more secondary offerings by the selling unitholder.

On August 29, 2017, the Partnership, Arc Logistics Partners GP LLC, a Delaware limited liability company and the general partner of the Partnership (as now known as Zenith Energy Logistics Partners GP LLC), Lightfoot Capital Partners, LP (“LCP LP”), a Delaware limited partnership, Lightfoot Capital Partners GP LLC, a Delaware limited liability company and the general partner of LCP LP, Zenith Energy U.S., L.P. (“Parent”), a Delaware limited partnership, Zenith Energy U.S. GP, LLC, a Delaware limited liability company and the general partner of Parent, Zenith Energy U.S. Logistics Holdings, LLC, a Delaware limited liability company (“Holdings”) and Zenith Energy U.S. Logistics, LLC, a Delaware limited liability company (“Merger Sub”) and a subsidiary of Holdings, entered into the Agreement and Plan of Merger, providing for the merger of the Partnership with and into Merger Sub (the “Merger”). The Merger closed on December 21, 2017.

As a result of the completion of the Merger, the Partnership has terminated all offerings of securities pursuant to the Registration Statements. In accordance with an undertaking made by the Partnership in the Registration Statements to remove from registration, by means of post-effective amendment, any of the securities that had been registered that remain unsold at the termination of such offering, the Partnership hereby removes from registration all of such securities registered but unsold under the Registration Statements.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has duly caused this post-effective amendment to the registration statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on February 9, 2018.

ZENITH ENERGY LOGISTICS PARTNERS LP

By: Zenith Energy Logistics GP LLC, its general partner

By: /s/ Jeffrey R. Armstrong

Name: Jeffrey R. Armstrong

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this post-effective amendment to the registration statements has been signed by the following persons in the capacities indicated on February 9, 2018.

**Signature**

---

**Title**

---

/s/ Jeffrey R. Armstrong

Jeffrey R. Armstrong

President and Chief Executive Officer  
(principal executive officer)

/s/ Carlos Ruiz

Carlos Ruiz

Senior Vice President and  
Chief Financial Officer  
(principal financial and accounting officer)