

Delek US Holdings, Inc.  
Form FWP  
March 12, 2013

**Free Writing Prospectus**

**Dated March 12, 2013**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-171598**

**Delek US Holdings Announces Secondary Offering by Selling Stockholder and Repurchase of its Common Stock**

BRENTWOOD, Tenn. (BUSINESS WIRE) March 12, 2013 Delek US Holdings, Inc. (NYSE: DK) ( Delek US ) announced today the commencement of an underwritten secondary offering of 7,825,000 shares of its common stock offered by Delek Hungary Holding Limited Liability Company (the Selling Stockholder ). The underwriters will also have a 30-day option to purchase up to an additional 1,173,750 shares of common stock from the Selling Stockholder. Delek US will not sell any shares or receive any proceeds from the offering.

In addition, Delek US announced that its Board of Directors has authorized a \$75 million common stock repurchase program. In connection with this program, Delek US has entered into a stock repurchase agreement with the Selling Stockholder pursuant to which it intends to repurchase 1,000,000 shares of its common stock from the Selling Stockholder concurrently with the closing of the offering. The remaining shares may be repurchased from time to time in open market or privately negotiated transactions, subject to market conditions and other factors. The authorization under the common stock repurchase program shall expire on December 31, 2013.

The repurchase of shares from the Selling Stockholder will be effected in a private, non-underwritten transaction at a price per share equal to the price per share being paid by the underwriters to the Selling Stockholder in the offering. Delek US expects to use cash on hand to fund the stock repurchase. The closing of the stock repurchase is contingent on the closing of the offering and the satisfaction of certain other customary conditions. The closing of the offering is not contingent on the closing of the stock repurchase.

Barclays Capital Inc., Deutsche Bank Securities Inc., Credit Suisse Securities (USA) LLC and Goldman, Sachs & Co. are acting as joint book-running managers for the offering.

A shelf registration statement (including a prospectus) for the offering to which this communication relates was previously filed by Delek US with the U.S. Securities and Exchange Commission ( SEC ) and became effective on February 7, 2011. A preliminary prospectus relating to the offering has been filed with the SEC. The offering will be made only by means of a prospectus supplement and accompanying base prospectus. Copies of the prospectus supplement and the accompanying prospectus relating to these securities may be obtained without charge from:

Barclays Capital Inc.

c/o Broadridge Financial Solutions

1155 Long Island Avenue

Edgewood, NY 11717

Telephone: 1-888-603-5847

barclaysprospectus@broadridge.com

Credit Suisse Securities (USA) LLC

c/o Credit Suisse Prospectus Department

Deutsche Bank Securities Inc.

Attention: Prospectus Department

60 Wall Street

New York, NY 10005-2836

Telephone: 1-800-503-4611

Email: prospectus.cpdg@db.com

Goldman, Sachs & Co.

Attention: Prospectus Department

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One Madison Avenue

200 West Street

New York, NY 10010

New York, NY 10282

Telephone: 1-800-221-1037

Telephone: 866-471-2526

Email: [newyork.prospectus@credit-suisse.com](mailto:newyork.prospectus@credit-suisse.com)

Email: [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com)

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**Safe Harbor Provisions Regarding Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the federal securities laws. These statements contain words such as possible, intend, will, if and expect and can be impacted by numerous factors, including the risk that the offering and stock repurchase may not be consummated. There can be no assurance that actual results will not differ from those expected by management of Delek US. Delek US undertakes no obligation to update or revise such forward-looking statements to reflect events or circumstances that occur, or which Delek US becomes aware of, after the date hereof.

**About Delek US Holdings**

Delek US Holdings, Inc. is a diversified downstream energy company with assets in petroleum refining, logistics and convenience store retailing.

**Contacts**

Delek US Holdings, Inc.

Assi Ginzburg, 615-435-1452

Executive Vice President and Chief Financial Officer

or

Keith Johnson, 615-435-1366

Vice President of Investor Relations

or

Alpha IR Group

Chris Hodges, 312-589-3505

Founder & CEO