

NuStar GP Holdings, LLC  
Form S-8 POS  
July 23, 2018

As filed with the Securities and Exchange Commission on July 23, 2018

Registration No. 333-137150

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

**POST EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**NUSTAR GP HOLDINGS, LLC**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**

**85-0470977**  
**(I.R.S. Employer**

<b>incorporation or organization)</b>	<b>Identification No.)</b>
<b>19003 IH 10 West</b> <b>San Antonio, Texas</b> <b>(Address of Principal Executive Offices)</b>	<b>78257</b> <b>(Zip Code)</b>

**NUSTAR GP HOLDINGS, LLC LONG-TERM INCENTIVE PLAN**

**AMENDED AND RESTATED AS OF APRIL 1, 2007**

**(Full title of plan)**

**Amy L. Perry**

**Senior Vice President, General Counsel and Corporate Secretary**

**NuStar GP Holdings, LLC**

**19003 IH-10 West**

**San Antonio, Texas 78257**

**(Name and address of agent for service)**

**(210) 918-2000**

**(Telephone number, including area code, of agent for service)**

*Copies to:*

**George J. Vlahakos**

**Sidley Austin LLP**

**1000 Louisiana St., Suite 6000**

**Houston, Texas 77002**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

## DEREGISTRATION OF SECURITIES

On September 7, 2006, NuStar GP Holdings, LLC, a Delaware limited liability company (the Company), filed a registration statement on Form S-8 (Registration No. 333-137150) (the Registration Statement) with the Securities and Exchange Commission, which was deemed effective upon filing. The Registration Statement registered the offer and sale of 2,000,000 units representing limited liability company interests in the Company issuable pursuant to the NuStar GP Holdings, LLC Long-Term Incentive Plan (the Registered Securities).

Pursuant to the Agreement and Plan of Merger, dated as of February 7, 2018, by and among NuStar Energy L.P., a Delaware limited partnership (the Partnership), Riverwalk Logistics, L.P., a Delaware limited partnership, NuStar GP, LLC, a Delaware limited liability company, Marshall Merger Sub LLC, a Delaware limited liability company and a wholly owned subsidiary of the Partnership ( Merger Sub ), Riverwalk Holdings, LLC, a Delaware limited liability company and a wholly owned subsidiary of the Company, Merger Sub merged with and into the Company, with the Company as the surviving entity on July 20, 2018 (the Merger).

As a result of the Merger, and in accordance with an undertaking made by the Company in the Registration Statement, the Company hereby removes from registration by means of this Post-Effective Amendment No. 1 any of the Registered Securities which remain unsold under the Registration Statement as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, State of Texas, on July 23, 2018.

NUSTAR GP HOLDINGS, LLC

By: /s/ Bradley C. Barron  
 Name: Bradley C. Barron  
 Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed by the following officers and directors of NuStar GP Holdings, LLC, the registrant, in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Bradley C. Barron Bradley C. Barron	Director, President and Chief Executive Officer (Principal Executive Officer)	July 23, 2018
/s/ Thomas R. Shoaf Thomas R. Shoaf	Director, Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 23, 2018
/s/ Jorge A. del Alamo Jorge A. del Alamo	Senior Vice President and Controller (Principal Accounting Officer)	July 23, 2018
/s/ Amy L. Perry Amy L. Perry	Director, Senior Vice President, General Counsel and Corporate Secretary	July 23, 2018