

NuStar Energy L.P.  
Form 8-K  
February 29, 2016

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): February 24, 2016

NuStar Energy L.P.

(Exact name of registrant as specified in its charter)

Delaware

001-16417

74-2956831

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

19003 IH-10 West

San Antonio, Texas 78257

(Address of principal executive offices)

(210) 918-2000

(Registrant's telephone number, including area code)

Not applicable

(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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 24, 2016, the Compensation Committee (the “Committee”) of the board of directors (the “Board”) of NuStar GP, LLC (the “Company”), the general partner of the general partner of NuStar Energy L.P. (the “Partnership”), approved awards of performance units for certain of the Company’s officers pursuant to the terms of the Company’s Fifth Amended and Restated 2000 Long-Term Incentive Plan. The performance units are payable in the Partnership’s common units (“Common Units”). The performance units are eligible to vest in one-third annual increments at the Committee’s meetings in January 2017, January 2018 and January 2019. Upon vesting, the performance units are converted into a number of Common Units based upon the target metric described below and the Committee’s discretion.

The target metric for performance unit vesting with respect to 2016 is the Partnership achieving a distribution coverage ratio, after taking into account the expense of the performance units (“DCR”), of 1.03 : 1. All units eligible for vesting will vest as follows based on the DCR for 2016:

Level	DCR	% Performance Units Earned
Below Threshold	Below 1.00 : 1	0%
Threshold	1.00 : 1	90%
Target	1.03 : 1	100%
Exceeds Target	1.07 : 1	150%
Maximum	1.12 : 1	200%

Eligible units will not vest and will be forfeited if the DCR is less than 1.00 : 1. When the DCR falls between the benchmarks described above, the percentage vesting will be determined through straight-line interpolation. The Committee has the full discretion to vest up to 200% of an officer’s performance units available for vesting, regardless of the DCR that the Partnership attains for the year.

Name	Title	Number of Performance Units Granted
Bradley C. Barron	President and Chief Executive Officer	13,221
Mary Rose Brown	Executive Vice President and Chief Administrative Officer	6,714
Thomas R. Shoaf	Executive Vice President and Chief Financial Officer	6,234
Amy L. Perry	Senior Vice President, General Counsel-Corporate & Commercial Law and Corporate Secretary	3,279
Karen M. Thompson	Senior Vice President and General Counsel-Litigation, Regulatory & Environmental	3,279

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.

NUSTAR ENERGY L.P.

By: Riverwalk Logistics, L.P.  
its general partner

By: NuStar GP, LLC  
its general partner

Date: February 29, 2016

By: /s/ Amy L. Perry  
Name: Amy L. Perry  
Title: Senior Vice President, General Counsel - Corporate &  
Commercial Law and Corporate Secretary