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**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 18, 2014**

**Oiltanking Partners, L.P.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**001-35230**  
(Commission  
File Number)

**45-0684578**  
(I.R.S. Employer  
Identification No.)

**333 Clay Street, Suite 2400**  
**Houston, Texas 77002**  
(Address of principal executive office) (Zip Code)

**(281) 457-7900**  
(Registrants' telephone number, including area code)

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

On February 18, 2014, Oiltanking Partners, L.P. (the “**Partnership**”) announced that Carlin G. Conner notified the Partnership of his intention to resign as director and Chairman of the Board of Directors (the “**Board**”) of OTLP GP, LLC, the general partner of the Partnership (the “**General Partner**”). Mr. Conner’s resignation was given in connection with his notice to Oiltanking GmbH and its parent company, Marquard & Bahls A.G. (“**M&B**”), of his intention to resign as Managing Director of Oiltanking GmbH and Executive Board member of M&B. We expect that Mr. Conner will continue in his current roles until a successor is appointed. Mr. Conner is resigning for personal reasons and intends to return to the United States. Mr. Conner’s departure is not related to any disagreement with the Partnership’s directors or management or regarding any matter relating to the Partnership’s operations, policies or practices.

Separately, and unrelated to the events described above, Randall J. Larson has notified Partnership of his intention to resign as a member of the Board, effective as of February 19, 2014. Prior to his resignation, Mr. Larson served as the Chairman of the Audit Committee and as a member of the Conflicts Committee of the General Partner. Mr. Larson’s departure is not related to any disagreement with the Partnership’s directors or management or regarding any matter relating to the Partnership’s operations, policies or practices.

D. Mark Leland was appointed to serve as the new Chairman of the Audit Committee of the General Partner, effective as of February 19, 2014. Mr. Leland has served as a member of the Board since May 22, 2012. The Board has determined Mr. Leland meets all applicable requirements to serve as Chairman of the Audit Committee.

Thomas M. Hart III was appointed to fill the vacancy on the Board created by Mr. Larson’s departure, effective as of February 19, 2014. The Board determined that Mr. Hart is an independent director, and appointed Mr. Hart to serve as a member of both the Audit and Conflicts Committees of the Board. Mr. Hart, as a non-employee director of the General Partner, will receive the same compensation provided to all non-employee members of the Board. There are no understandings or arrangements between Mr. Hart and any other person pursuant to which Mr. Hart was elected to serve as a director of the General Partner. There are no relationships between Mr. Hart and the General Partner, the Partnership or any of the Partnership’s subsidiaries that would require disclosure pursuant to Item 404(a) of Regulation S-K.

## **Item 9.01 Financial Statements and Exhibits**

*(d) Exhibits*

99.1 Press Release dated February 18, 2014

**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 thereunto duly authorized.

**Oiltanking Partners, L.P.**

By: OTLP GP, LLC, its general partner

Dated: February 18, 2014

By: /s/ Brian C. Brantley

Name: Brian C. Brantley

Title: Vice President, General Counsel and Secretary

## Exhibit Index

99.1 Press Release dated February 18, 2014



## *NEWS RELEASE*

**FOR IMMEDIATE RELEASE**

### **Oiltanking Partners Announces Board of Director Changes**

**HOUSTON – February 18, 2014 – Oiltanking Partners, L.P.** (NYSE: OILT) (the “Partnership”) today announced that Carlin G. Conner, director and Chairman of the Board of the Partnership’s general partner, has notified the Partnership of his intention to resign. Mr. Conner’s resignation was given in connection with his notice to Oiltanking GmbH and its parent company, Marquard & Bahls A.G. (“M&B”), of his intention to resign as Managing Director of Oiltanking GmbH and Executive Board member of M&B. We expect that Mr. Conner will continue in his current roles until a successor is appointed. Mr. Conner is resigning for personal reasons and intends to return to the United States. Mr. Conner’s departure is not related to any disagreement with our directors or management or regarding any matter relating to our operations, policies or practices.

“On behalf of the Oiltanking Partners family, I would like to thank Carlin for his leadership and dedication to the Partnership,” said Anne-Marie Ainsworth, President and Chief Executive Officer of the Partnership’s general partner. “He was instrumental in the Partnership’s initial public offering and establishing our strategic vision. Carlin will be missed, and we wish him the best in his future endeavors. We remain very excited about continuing on our rapid growth trajectory.”

“I have had the privilege of being a part of the Oiltanking family for the last 14 years and witnessing its incredible growth,” Mr. Conner said. “I’m proud that we’ve built a great company by anticipating the needs of our customers and safely and reliably delivering results for them every day.”

Separately, and unrelated to the developments described above, Randall J. Larson has notified the Partnership of his intention to resign as a member of the board of directors of our general partner effective February 19, 2014. Prior to his resignation, Mr. Larson served as the Chairman of the Audit Committee and as a member of the Conflicts Committee of our general partner. Mr. Larson’s departure is related to his recent appointment

to the board of directors of another midstream MLP and is not related to any disagreement with our directors or management or regarding any matter relating to our operations, policies or practices. Upon Mr. Larson's departure, D. Mark Leland, who currently serves as a director, will be appointed to serve as Chairman of the Audit Committee of our general partner's board of directors.

The Partnership is pleased to announce that Thomas M. Hart III has been appointed to the board of directors of the Partnership's general partner, effective February 19, 2014. Mr. Hart is expected to serve on the Conflicts Committee and Audit Committee of the board. Mr. Hart is President of Maverick American Natural Gas, LLC, a privately held acquisition-focused oil and natural gas production company. Mr. Hart brings extensive management, financial and transaction experience in the upstream and midstream segments of the energy industry to the board of directors of our general partner.

"We would like to thank Randy for all his contributions to the Partnership," said Ms. Ainsworth. "His advice and leadership have been invaluable to Oiltanking's growth. We wish him well in his future endeavors. We are also very pleased to welcome Tom Hart to Oiltanking. We look forward to drawing on Tom's deep industry experience as we continue to execute on our current growth projects and identify future avenues of growth."

**Oiltanking Partners, L.P.** is a growth-oriented master limited partnership engaged in independent storage and transportation of crude oil, refined petroleum products and liquefied petroleum gas. We are the logistics provider of choice to major integrated oil companies, distributors, marketers and chemical and petrochemical companies. Our core assets are strategically located along the Gulf Coast of the United States on the Houston Ship Channel and in Beaumont, Texas. For more information, visit [www.oiltankingpartners.com](http://www.oiltankingpartners.com).

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