

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Topper Joseph V. Jr.</u> (Last) (First) (Middle) 702 WEST HAMILTON STREET SUITE 203 (Street) ALLENTOWN PA 18101 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Lehigh Gas Partners LP [LGP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Subordinated Units	\$0.00	11/13/2013		G	93,211 ⁽¹⁾		(2)	(2)	Common Units	93,211	(3)	93,211	I	By Foundation
Subordinated Units	\$0.00	12/31/2013		J	1,363,407 ⁽⁴⁾		(2)	(2)	Common Units	0	(3)	3,732,218	I	By Lehigh Gas Corporation
Subordinated Units	\$0.00	10/11/2013		J	578,062 ⁽⁵⁾		(2)	(2)	Common Units	0	(3)	578,062	I	By MMSCC-2, LLC

Explanation of Responses:

- These Subordinated Units were gifted to a foundation controlled by the Reporting Person.
- The Subordinated Units will convert into Common Units on a one-for-one basis at the end of the "Subordination Period" (as defined in the Issuer's First Amended and Restated Agreement of Limited Partnership, which was attached as Exhibit 3.1 to the Current Report on Form 8-K filed with the SEC by the Issuer on October 30, 2012).
- These Subordinated Units were initially acquired pursuant to the Merger, Contribution, Conveyance and Assumption Agreement, dated October 30, 2012, entered into in connection with the closing of the Issuer's initial public offering.
- These Subordinated Units were acquired pursuant to a merger of Kimber Petroleum Corporation with and into Lehigh Gas Corporation. This transaction only changes the nature of the Reporting Person's beneficial ownership.
- These Subordinated Units were acquired pursuant to a merger of Blount Real Estate - EROP Holdings, LLC; JTPH - EROP Holdings, LLC; JTNY - EROP Holdings, LLC; JTSJ - EROP Holdings, LLC; JVK Topper - EROP Holdings, LLC; and Topper Petroleum - EROP Holdings, LLC with and into MMSCC-2, LLC. This transaction only changes the nature of the Reporting Person's beneficial ownership.

Remarks:

Kadryn E. Lattig, Attorney-in-Fact 02/13/2014

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.