

STONEMOR PARTNERS LP
Form 8-K
November 30, 2010

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) November 30, 2010

StoneMor Partners L.P.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction
of incorporation)

000-50910
(Commission
File Number)

80-0103159
(IRS Employer
Identification No.)

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311 Veterans Highway, Suite B, Levittown, PA
(Address of principal executive offices)

19056
(Zip Code)

Registrant's telephone number, including area code (215) 826-2800

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))

Explanatory Note

On March 30, 2010, StoneMor Partners L.P. (the Company) filed a Current Report on Form 8-K (the Initial Form 8-K) reporting the acquisition of one warehouse and 9 cemeteries from SCI Funeral Services, LLC, an Iowa limited liability company, SCI Michigan Funeral Services, Inc., a Michigan corporation, Hillcrest Memorial Company, a Delaware corporation, Christian Memorial Cultural Center, Inc., a Michigan corporation, Sunrise Memorial Gardens Cemetery, Inc., a Michigan corporation, and Flint Memorial Park Association, a Michigan corporation, as applicable (collectively, the Predecessor Companies). On June 15, 2010, the Company filed Amendment No. 1 to the Initial Form 8-K (Amendment No. 1) solely to amend and supplement the Initial Form 8-K to include financial statements and pro forma financial information related to the Predecessor Companies permitted to be filed by an amendment to the Initial Form 8-K not later than 71 calendar days after the date that the Initial Form 8-K was required to be filed. On September 14, 2010, the Company filed a Current Report on Form 8-K to supplement the Initial 8-K and Amendment No. 1 to include certain financial statements and pro forma information related to the Predecessor Companies.

The Company is filing this Current Report on Form 8-K to further supplement the Initial Form 8-K and Amendment No. 1 to include pro forma financial information related to the Predecessor Companies set forth in Item 9.01 below.

Item 9.01 Financial Statements and Exhibits.

(a) Financial statements of businesses acquired: None

(b) Pro forma financial information.

Unaudited Pro Forma Condensed Combined Financial Statements attached hereto as Exhibit 99.1 and incorporated herein by reference:

Introduction

Unaudited Pro Forma Condensed Statement of operations for the nine months ended September 30, 2010

Unaudited Pro Forma Condensed Statement of operations for the year ended December 31, 2009

Notes to Pro Forma Condensed Combined Financial Information (Unaudited)

(d) Exhibits.

Exhibit

No.	Description
99.1	Unaudited Pro Forma Consolidated Statements of Operations for the nine months ended September 30, 2010 and the year ended December 31, 2009, and the notes thereto of StoneMor Partners L.P.

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.

STONEMOR PARTNERS L.P.

By: StoneMor GP LLC
its general partner

By: /s/ WILLIAM R. SHANE
Name: **William R. Shane**
Title: **Executive Vice President and Chief Financial
Officer**

Date: November 30, 2010

S-1

EXHIBIT INDEX

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