

GENESIS ENERGY LP  
Form 8-K  
October 05, 2012

**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): October 4, 2012 (October 2, 2012)**

**GENESIS ENERGY, L.P.**

(Exact name of registrant as specified in its charter)

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

**1-12295**  
(Commission  
File Number)

**76-0513049**  
(I.R.S. Employer  
Identification No.)

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**919 Milam, Suite 2100, Houston, Texas**  
(Address of principal executive offices)  
**(713) 860-2500**

**77002**  
(Zip Code)

(Registrant's 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))

**Item 1.01. Entry into a Material Definitive Agreement**

On October 1, 2012, Genesis Energy, L.P. (the *Partnership*) and certain selling unitholders entered into an Underwriting Agreement (the *Underwriting Agreement*) with Barclays Capital Inc. in connection with such selling unitholders' public offering of common units representing limited partner interests in the Partnership (the *Common Units*).

The Underwriting Agreement provides for, among other things, the sale by the selling unitholders of an aggregate of 6,000,000 Common Units, at a public offering price of \$32.15 per Common Unit. The Partnership will not receive any of the proceeds from the Common Units sold by the selling unitholders.

The Common Units have been registered under the Securities Act of 1933, as amended (the *Securities Act*), pursuant to the Partnership's effective Registration Statement on Form S-3 (Registration No. 333-173337), as supplemented by the Prospectus Supplement dated October 2, 2012, relating to the Common Units, filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Act. Closing of the sale of the Common Units is scheduled for October 5, 2012.

The Underwriting Agreement provides that the obligations of the underwriter to purchase the Common Units are subject to receipt of legal opinions by counsel and to other customary conditions as well as the closing of a related transaction. The underwriter is obligated to purchase all the Common Units if it purchases any of the Common Units. The Partnership and the selling unitholders have agreed to indemnify the underwriter against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the underwriter may be required to make because of any of those liabilities.

The Underwriting Agreement contains representations, warranties and other provisions that were made or agreed to, among other things, to provide the parties thereto with specified rights and obligations and to allocate risk among them. Accordingly, the Underwriting Agreement should not be relied upon as constituting a description of the state of affairs of any of the parties thereto or their affiliates at the time it was entered into or otherwise.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 and is incorporated herein by reference. The description of the Underwriting Agreement contained herein is qualified in its entirety by the full text of such exhibit.

**Item 8.01 Other Events**

On October 1, 2012, the Partnership issued a press release announcing the commencement of a secondary public offering of 6,000,000 Common Units. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

On October 2, 2012, the Partnership issued a press release announcing the pricing of a secondary public offering of 6,000,000 Common Units. A copy of this press release is attached as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following materials are filed as exhibits to this Current Report on Form 8-K.

Exhibits.

- 1.1 Underwriting Agreement dated October 2, 2012 among Genesis Energy, L.P., the selling unitholders named therein, and, as representative of the several underwriters named therein, Barclays Capital Inc.
- 8.1 Opinion of Akin Gump Strauss Hauer & Feld LLP regarding certain federal income tax matters
- 23.1 Consent of Akin Gump Strauss Hauer & Feld LLP (included in Exhibit 8.1)
- 99.1 Press release of Genesis Energy, L.P. dated October 1, 2012
- 99.2 Press release of Genesis Energy, L.P. dated October 2, 2012

**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.

GENESIS ENERGY, L.P.

(a Delaware limited partnership)

By: GENESIS ENERGY, LLC, as its

sole general partner

Date: October 4, 2012

By: /s/ Robert V. Deere  
Robert V. Deere

Chief Financial Officer

**EXHIBIT INDEX**

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