

TRANSMONTAIGNE INC  
Form DEFA14A  
May 24, 2006

**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): **May 23, 2006**

**TRANSMONTAIGNE INC.**

(Exact name of registrant as specified in its charter)

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

**001-11763**  
(Commission File Number)

**06-1052062**  
(IRS Employer  
Identification No.)

**1670 Broadway, Suite 3100, Denver, CO 80202**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **303-626-8200**

**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 (see General Instruction A.2. below):

- o Written Communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ý Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

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On May 24, 2006, TransMontaigne Inc. announced that it had entered into a revised amended and restated merger agreement with SemGroup, L.P. and certain of its affiliated entities ( SemGroup ). On May 22, 2006, SemGroup delivered to us a revised amended and restated merger agreement ( amended SemGroup merger agreement ) that increased the cash payment to holders of our common stock from \$10.75 per share to \$11.25 per share. In addition, the amended SemGroup merger agreement includes a \$10 million termination fee payable by SemGroup to us in the event that the amended SemGroup merger agreement is terminated due to an order by any governmental antitrust authority that prohibits or prevents closing of the merger. Before SemGroup would be permitted to terminate the amended SemGroup merger agreement, the effects of complying with the governmental antitrust authority's order would have to result in a material adverse effect upon the combined entities, taken as a whole.

Other than the changes noted above, the amended SemGroup merger agreement is substantially similar to the amended and restated merger agreement with SemGroup executed on May 12, 2006, as previously disclosed in our 8-K filed with the Securities and Exchange Commission (the SEC ) on May 15, 2006.

The foregoing description of the amended and restated merger agreement does not purport to be complete and is qualified in its entirety by reference to the amended and restated merger agreement and the press release announcing the transaction, which are attached hereto as Exhibit 2.1 and 99.1, respectively, and incorporated herein by reference.

### *Second Request from Federal Trade Commission*

**On May 22, 2006, TransMontaigne Inc. and SemGroup received a second request from the Federal Trade Commission ( FTC ) for additional information with respect to the proposed merger. The second request extends and expands both the scope and the time frame covered by the FTC s previous information request to which we responded in full in our original filing with the FTC. Receipt of the second request from the FTC extends the original 30-day waiting period until 30 days following our compliance with the FTC s supplemental information request. In the event the merger has not received antitrust clearance by December 31, 2006, either party, at its option, may terminate the merger agreement.**

*Additional Information and Where to Find It*

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On May 1, 2006, we filed preliminary proxy materials regarding the proposed merger with SemGroup with the SEC. TransMontaigne currently expects to file amended proxy materials with the SEC as soon as reasonably practicable. Upon receipt of all necessary approvals, TransMontaigne then will mail to its stockholders definitive materials regarding the transaction as soon as practicable thereafter. Such proxy materials will contain information about TransMontaigne, the proposed merger and related matters. Stockholders are urged to read the amended proxy statement carefully when it is available, as it will contain important information that stockholders should consider before making a decision about the merger. In addition to receiving the proxy statement from TransMontaigne by mail, stockholders also will be able to obtain the proxy statement, as well as other filings containing information about TransMontaigne, without charge, from the Securities and Exchange Commission's website (<http://www.sec.gov>) or, without charge, from TransMontaigne at <http://www.transmontaigne.com>.

This announcement is neither a solicitation of proxy, an offer to purchase, nor a solicitation of an offer to sell shares of TransMontaigne. TransMontaigne and its executive officers and directors may be deemed to be participants in the solicitation of proxies from TransMontaigne's stockholders with respect to the proposed merger. Information regarding any interests that TransMontaigne's executive officers and directors may have in the transaction will be set forth in the proxy statement.

**Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits.**



(d) Exhibits.

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Exhibit No.	Description of Exhibit
2.1	Amended and Restated Agreement and Plan of Merger, dated May 22, 2006, by and among SemGroup, L.P., SemGroup Subsidiary Holding, L.L.C., TMG Acquisition Company and TransMontaigne Inc.
99.1	TransMontaigne Inc. press release, dated May 24, 2006.

**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TRANSMONTAIGNE INC.

Date: May 24, 2006

By: /s/ Randall J. Larson  
Randall J. Larson  
Executive Vice President, Chief  
Financial Officer and Chief  
Accounting Officer

**EXHIBIT INDEX**

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