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GENESIS ENERGY LP  
Form 8-K  
December 13, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-K

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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): DECEMBER 12, 2005  
(DECEMBER 7, 2005)

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GENESIS ENERGY, L.P.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

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DELAWARE  
(State or Other Jurisdiction  
of Incorporation)

1-12295  
(Commission  
File Number)

76-0513049  
(IRS Employer  
Identification No.)

500 DALLAS, SUITE 2500  
HOUSTON, TEXAS  
(Address of Principal Executive  
Offices)

77002  
(Zip Code)

(713) 860-2500  
(Registrant's telephone number, including area code)

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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))

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[ ] 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

On December 7, 2005, Genesis Energy, L.P. ("GELP", "we" or "us") entered into an Underwriting Agreement (the "Underwriting Agreement") among us, Genesis Crude Oil, L.P. and A.G. Edwards & Sons, Inc., as representative of the underwriters named in the Underwriting Agreement, in connection with our public offering of common units representing limited partner interests.

The Underwriting Agreement provides for, among other things, the sale by us of an aggregate of 3,600,000 common units to the underwriters for sale to the public. In addition, the underwriters have a 30-day option to buy up to an additional 540,000 common units from us to cover over-allotments, if any.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 hereto 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 9.01 FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

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

- 1.1 Underwriting Agreement dated December 7, 2005 among Genesis Energy, L.P., Genesis Crude Oil, L.P. and A.G. Edwards & Sons, Inc., as representative of the several underwriters named therein
- 5.1 Opinion of Akin Gump Strauss Hauer & Feld LLP with respect to the legality of the common units
- 23.1 Consent of Akin Gump Strauss Hauer & Feld LLP (included in Exhibit 5.1)

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)

Date: December 12, 2005

By: GENESIS ENERGY, INC.,  
as General Partner

By: /s/ Ross A. Benavides

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Ross A. Benavides  
Chief Financial Officer

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### EXHIBIT INDEX

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