BUCKEYE PARTNERS, L.P. Form 8-K November 12, 2013

	UNITED STATES	
SECU	RITIES AND EXCHANGE COMMIS	SSION
	WASHINGTON, DC 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 6, 2013	
	Buckeye Partners, L.P.	
	(Exact Name of Registrant as Specified in Charter)	
elaware	1-9356	23-2432497
e or Other	(Commission File	(I.R.S. Employer

(State Jurisdiction of Incorporation) Number)

Identification No.)

One Greenway Plaza Suite 600 Houston, TX

77046

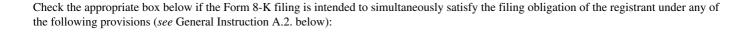
(Address of Principal Executive Offices)

(Zip Code)

Registrant s telephone number, including area code: (832) 615-8600

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)



- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o 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))

Item 8.01. Other Events.

On November 6, 2013, Buckeye Partners, L.P. (the Partnership) and Buckeye GP LLC, the general partner of the Partnership, entered into an Underwriting Agreement (the Underwriting Agreement) with Barclays Capital Inc., SunTrust Robinson Humphrey, Inc. and Wells Fargo Securities, LLC, as representatives of the underwriters (the Underwriters), that provided for the issuance and sale by the Partnership, and the purchase by the Underwriters, of \$400,000,000 aggregate principal amount of the Partnership £.650% senior unsecured notes due 2018 and \$400,000,000 aggregate principal amount of the Partnership s 5.850% senior unsecured notes due 2043(collectively, the Senior Notes). A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this report and is incorporated by reference herein. The Senior Notes are expected to be issued on November 14, 2013 pursuant to an Indenture, dated as of July 10, 2003, between the Partnership and U.S. Bank National Association (successor to SunTrust Bank), as trustee, as amended and supplemented from time to time. The offering of the Senior Notes has been registered under the Securities Act of 1933, as amended, pursuant to a shelf registration statement on Form S-3 (File No. 333-178097).

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits.
- 1.1 Underwriting Agreement, dated as of November 6, 2013, among Buckeye Partners, L.P., Buckeye GP LLC and Barclays Capital Inc., SunTrust Robinson Humphrey, Inc. and Wells Fargo Securities, LLC as representatives of the Underwriters
- 5.1 Opinion of Vinson & Elkins L.L.P. as to the legality of the Senior Notes
- 12.1 Computation of ratios of earnings to fixed charges
- 23.1 Consent of Vinson & Elkins L.L.P. (included in its opinion filed as Exhibit 5.1)

SIGNATURE

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.

BUCKEYE PARTNERS, L.P.

By: Buckeye GP LLC,

its General Partner

By: /s/ Todd J. Russo

Todd J. Russo

Vice President, General Counsel and

Secretary

Dated November 12, 2013

Exhibit Index

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