NuStar GP Holdings, LLC Form 8-K April 30, 2009

# 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): April 30, 2009

# **NuStar GP Holdings, LLC**

 $(Exact\ name\ of\ registrant\ as\ specified\ in\ its\ charter)$ 

**Delaware** State or other jurisdiction 001-32940 (Commission File Number) 85-0470977 (IRS Employer

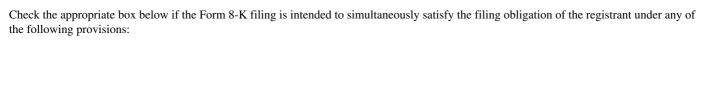
Of incorporation Identification No.)

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#### 2330 North Loop 1604 West

San Antonio, Texas 78248 (Address of principal executive offices) (Zip Code) Registrant s telephone number, including area code: (210) 918-2000

(Former name or former address, if changed since last report.)



- " 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))

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#### Item 2.02 Results Of Operations And Financial Condition.

On April 30, 2009, NuStar GP Holdings, LLC, a Delaware limited liability company, issued a press release announcing financial results for the quarter ended March 31, 2009. A copy of the press release announcing the financial results is furnished with this report as Exhibit 99.1, and is incorporated herein by reference.

The information in this report is being furnished, not filed, pursuant to Item 2.02 of Form 8-K. Accordingly, the information in this report, including the press release, will not be incorporated by reference into any registration statement filed by NuStar GP Holdings, LLC under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

#### NON-GAAP FINANCIAL MEASURES

The press release announcing the earnings discloses certain financial measures, EBITDA, distributable cash flow, and distributable cash flow per unit, that are non-GAAP financial measures as defined under SEC rules. The press release furnishes a reconciliation of these non-GAAP financial measures to their nearest GAAP financial measures. Management uses these financial measures because they are widely accepted financial indicators used by investors to compare partnership performance. In addition, management believes that these measures provide investors an enhanced perspective of the operating performance of the partnership s assets and the cash that the business is generating. Neither EBITDA, distributable cash flow, nor distributable cash flow per unit are intended to represent cash flows for the period, nor are they presented as an alternative to net income or cash flow from operations. They should not be considered in isolation or as substitutes for a measure of performance prepared in accordance with United States generally accepted accounting principles.

#### Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits.
- 99.1 Press Release dated April 30, 2009.

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#### **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.

NuStar GP Holdings, LLC

Date: April 30, 2009 By: /s/Amy L. Perry

Name: Amy L. Perry Title: Corporate Secretary

## EXHIBIT INDEX

Number Exhibit

99.1 Press Release dated April 30, 2009.