

NuStar GP Holdings, LLC
Form 8-K
July 19, 2011

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): July 14, 2011

NuStar GP Holdings, LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-32940
(Commission
File Number)

85-0470977
(I.R.S. Employer
Identification No.)

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2330 North Loop 1604 West
San Antonio, Texas
(Address of principal executive offices)
Registrant's telephone number, including area code: (210) 918-2000

78248
(Zip Code)

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:

- .. 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 July 14, 2011, NuStar GP Holdings, LLC (Holdings) entered into that certain Second Amendment to 364-Day Revolving Credit Agreement, dated as of July 14, 2011, among Holdings, JPMorgan Chase Bank, N.A., as Administrative Agent (JPMorgan Chase), and the lenders party thereto (the Second Amendment). The Second Amendment amends that certain 364-Day Revolving Credit Agreement, dated as of July 15, 2010, among Holdings, JPMorgan Chase, SunTrust Bank as Syndication Agent, and the lenders party thereto, as amended by the First Amendment to the Credit Facility dated March 7, 2011 (the Credit Facility).

Pursuant to the Second Amendment, the maturity date of the Credit Facility was extended to July 12, 2012. The provisions of the Credit Facility, as modified by the Second Amendment, remain in full force and effect. The above discussion of the Second Amendment is qualified in its entirety by the text of the Second Amendment, a copy of which is filed as Exhibit 10.01 to this Current Report on Form 8-K, and is incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The description of the Second Amendment set forth above under Item 1.01 above is incorporated by reference into this Item 2.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

10.01 Second Amendment to 364-Day Revolving Credit Agreement dated as of July 14, 2011, among NuStar GP Holdings, LLC, as Borrower, JPMorgan Chase Bank, N.A., as Administrative Agent and the lenders party thereto.

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: July 19, 2011

By: /s/ Amy L. Perry
Name: Amy L. Perry
Title: Corporate Secretary

EXHIBIT INDEX

Number	Exhibit
10.01	Second Amendment to 364-Day Revolving Credit Agreement dated as of July 14, 2011, among NuStar GP Holdings, LLC, as Borrower, JPMorgan Chase Bank, N.A., as Administrative Agent, and the lenders party thereto.