

MARTIN MIDSTREAM PARTNERS LP  
Form 8-K  
September 29, 2014

**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): September 24, 2014**

**MARTIN MIDSTREAM PARTNERS L.P.**

**(Exact name of Registrant as specified in its charter)**

**DELAWARE**  
**(State of incorporation**  
**or organization)**

**000-50056**  
**(Commission**  
**file number)**  
**4200 Stone Road**

**05-0527861**  
**(I.R.S. employer**  
**identification number)**

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**Kilgore, TX 75662**

**(Address of principal executive offices)(Zip code)**

**Registrant's telephone number, including area code: (903) 983-6200**

**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):

- .. 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 September 24, 2014, Martin Midstream Partners L.P. (the Partnership ) entered into an underwriting agreement (the Underwriting Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated; RBC Capital Markets, LLC; Wells Fargo Securities, LLC; Deutsche Bank Securities Inc.; Goldman, Sachs & Co., Morgan Stanley & Co. LLC and Raymond James & Associates, Inc., as representatives of the several underwriters named therein (collectively, the Underwriters ), in connection with an underwritten public offering (the Offering ) of 3,000,000 common units representing limited partner interests in the Partnership ( Offered Common Units ) at a price of \$36.91 per Common Unit before an underwriting discount of \$1.29 per Common Unit. Pursuant to the Underwriting Agreement, the Partnership granted the Underwriters a 30-day option to purchase up to an additional 450,000 Common Units in connection with the Offering (the Additional Common Units , and the Additional Common Units together with the Offered Common Units, the Common Units ), which was exercised by the Underwriters in full on September 24, 2014. The Partnership's Offering of the Common Units has been registered under the Securities Act of 1933, as amended (the Securities Act ), pursuant to a registration statement on Form S-3 (File No. 333-183481), as supplemented by a Prospectus Supplement dated September 24, 2014 pursuant to Rule 424(b) of the Securities Act

The Partnership has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Underwriters may be required to make because of any of those liabilities.

The Partnership will use the anticipated net proceeds, after deducting underwriting discounts and the estimated offering expenses, of approximately \$125.1 million from the Offering, to repay outstanding indebtedness incurred under its revolving credit facility and for general partnership purposes. These amounts include a proportionate capital contribution from the Partnership's general partner to maintain its 2% general partner interest in the Partnership.

Neither this Current Report on Form 8-K, nor the attached press release, constitutes an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The Offering is being made only by means of a prospectus and related prospectus supplement.

The foregoing description is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference. In addition, filed herewith are certain legal opinions issued by Locke Lord LLP in connection with the Offering.

*Relationships*

From time to time, certain of the Underwriters and their related entities have engaged, and may in the future engage, in commercial and investment banking transactions with the Partnership in the ordinary course of their respective businesses. They have received and expect to receive, customary compensation and expense reimbursement for these commercial and investment banking transactions.

**Item 7.01. Regulation FD Disclosure.**

On September 24, 2014, the Partnership issued a press release announcing pricing of the Common Units in the Offering. A copy of the press release is furnished as an exhibit to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 and in the attached Exhibit 99.1 is deemed to be furnished and not deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

Exhibit No.	Description
1.1	Underwriting Agreement dated as of September 24, 2014 by and among the Partnership, Martin Midstream GP LLC, Martin Operating GP LLC, Martin Operating Partnership L.P. and Merrill Lynch, Pierce, Fenner & Smith Incorporated; RBC Capital Markets, LLC; Wells Fargo Securities, LLC; Deutsche Bank Securities Inc.; Goldman, Sachs & Co., Morgan Stanley & Co. LLC and Raymond James & Associates, Inc.
5.1	Opinion of Locke Lord LLP as to the legality of the Common Units.
8.1	Opinion of Locke Lord LLP as to certain tax matters.
23.1	Consent of Locke Lord LLP (included in Exhibits 5.1 and 8.1).
99.1	Pricing Press Release dated September 24, 2014.

**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.

MARTIN MIDSTREAM PARTNERS L.P.

By: Martin Midstream GP LLC,  
Its General Partner

Date: September 29, 2014

By: /s/ Robert D. Bondurant  
Robert D. Bondurant,  
Executive Vice President, Treasurer and  
Chief Financial Officer

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