

MARTIN MIDSTREAM PARTNERS LP  
Form 8-K  
February 07, 2013

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): February 6, 2013 (February 6, 2013)

MARTIN MIDSTREAM PARTNERS L.P.  
(Exact name of Registrant as specified in its charter)

|   |                                       |   |
|---|---------------------------------------|---|
| DELAWARE<br>(State of incorporation<br>or organization) | 000-50056<br>(Commission file number) | 05-0527861<br>(I.R.S. employer identification number) |
|---|---------------------------------------|---|

4200 Stone Road  
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.

The information included, or incorporated by reference, in Item 2.03 of this Current Report on Form 8-K (this “Report”) is incorporated by reference into this Item 1.01 of this Report.

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

On February 6, 2013, Martin Midstream Partners L.P. (the “Partnership”), Martin Midstream Finance Corp. (“FinCo” and, together with the Partnership, the “Issuers”) and certain subsidiary guarantors (the “Guarantors”) entered into a Purchase Agreement (the “Purchase Agreement”) with Wells Fargo Securities, LLC, RBC Capital Markets, RBS Securities Inc., SunTrust Robinson Humphrey, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of a group of initial purchasers (collectively, the “Initial Purchasers”), pursuant to which the Issuers agreed to sell \$250 million in aggregate principal amount of the Issuers' 7.250% senior unsecured notes due 2021 (the “Notes”). The Notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws, and unless so registered, the Notes may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The Issuers offered and will sell the Notes only to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to persons outside the United States pursuant to Regulation S under the Securities Act.

The Purchase Agreement contains customary representations and warranties of the parties and indemnification and contribution provisions under which the Issuers and the Guarantors, on one hand, and the Initial Purchasers, on the other, have agreed to indemnify each other against certain liabilities, including liabilities under the Securities Act. The Issuers also agreed not to issue certain debt securities for a period of 60 days after February 6, 2013 without the prior written consent of Wells Fargo Securities, LLC. In addition, the Purchase Agreement contemplates the execution of a registration rights agreement relating to the Notes.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, a copy of which is filed with this Report as Exhibit 10.1 and is incorporated herein by reference.

The Partnership intends to use the net proceeds of this offering to repay borrowings under its revolving credit facility. Affiliates of certain of the Initial Purchasers are lenders under the Partnership's existing credit facility and therefore will receive a portion of the net proceeds from this offering.

Item 8.01. Other Events.

On February 6, 2013, the Partnership issued a press release announcing the pricing of the Notes offering. A copy of the Partnership's press release announcing the pricing is filed as Exhibit 99.1 to this Report and is incorporated herein by reference.

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Item 9.01. Financial Statements and Exhibits.

Exhibits.

| EXHIBIT<br>NUMBER | DESCRIPTION   |
|-------------------|---|
| 10.1              | — Purchase Agreement, dated as of February 6, 2013, by and among the Partnership, FinCo, the Guarantors named therein and the Initial Purchasers named therein. |
| 99.1              | — Press release dated February 6, 2013.   |

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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.

MARTIN MIDSTREAM PARTNERS L.P.

By: Martin Midstream GP LLC,  
Its General Partner

Date: February 6, 2013                      By: /s/ Robert D. Bondurant  
Robert D. Bondurant,  
Executive Vice President and  
Chief Financial Officer

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INDEX TO EXHIBITS

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