

MARTIN MIDSTREAM PARTNERS LP  
Form 8-K  
August 21, 2012

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): August 21, 2012

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)

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

4200 STONE ROAD  
KILGORE, TEXAS  
(Address of principal executive offices)

75662  
(Zip code)

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

(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 8.01 Other Events

On July 31, 2012, Martin Midstream Partners L.P. (the “Partnership”) completed the previously announced sale of its East Texas and Northwest Louisiana natural gas gathering and processing assets owned by Prism Gas Systems I, L.P., (“Prism Gas”) a wholly-owned subsidiary of the Partnership, and certain other natural gas gathering and processing assets also owned by the Partnership, to CenterPoint Energy Field Services, LLC, an indirect, wholly-owned subsidiary of CenterPoint Energy Inc. In consideration of the sale of these assets, the Partnership received net cash proceeds of \$273.3 million subject to certain purchase price adjustments.

Additionally, the Partnership has reached agreement with a private investor group to sell its interest in Matagorda Offshore Gathering System (“Matagorda”) and Panther Interstate Pipeline Energy LLC (“PIPE”) for \$2.0 million in cash. This sale is expected to be completed in the third quarter of 2012.

The assets described above collectively are referred to herein as the “Prism Assets”.

For reporting purposes, the results of operations of the Prism Assets are included as income from discontinued operations in this Current Report on Form 8-K.

Capitalized terms used in Exhibits 99.1, 99.2, and 99.3, hereto shall have the meanings given to them in our original Annual Report on Form 10-K for the year ended December 31, 2011, filed by the Partnership with the Securities and Exchange Commission on March 5, 2012 (the “December 2011 Form 10-K”).

The December 2011 Form 10-K is revised by this Current Report on Form 8-K to reflect the presentation of the Prism Assets in discontinued operations as follows:

The Selected Financial Data of the Partnership included herein as Exhibit 99.1 supersedes Part II, Item 6 in the December 2011 Form 10-K;

The Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) of the Partnership included herein as Exhibit 99.2 supersedes Part II, Item 7 in the December 2011 Form 10-K; and

The Financial Statements and Supplementary Data included herein as Exhibit 99.3 supersedes Part II, Item 8 in the December 2011 Form 10-K.

Other than the revisions noted above, we have made no attempt to revise or update our December 2011 Form 10-K for events occurring after the original filing of the December 2011 Form 10-K.

This Current Report on Form 8-K should be read in conjunction with the December 2011 Form 10-K. Any references herein to Part II, Item 6 of the December 2011 Form 10-K refer to Exhibit 99.1., any references herein to Part II, Item 7 of the December 2011 Form 10-K refer to Exhibit 99.2, and any references herein to Part II, Item 8 of the December 2011 Form 10-K refer to Exhibit 99.3. From and after the date of this Current Report on Form 8-K, future references to the Partnership’s historical financial statements and MD&A for period ended December 31, 2011 should be made to this Current Report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

23.1 Consent of Independent Registered Public Accounting Firm

99.1 Part II, Item 6. Selected Financial Data

99.2 Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

99.3 Part II, Item 8. Financial Statements and Supplementary Data

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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 August 21, 2012

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

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INDEX TO EXHIBITS

- 23.1 Consent of Independent Registered Public Accounting Firm
- 99.1 Part II, Item 6. Selected Financial Data, updated
- 99.2 Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, updated
- 99.3 Part II, Item 8. Financial Statements and Supplementary Data, updated