

GENESIS ENERGY LP
Form SC 13G/A
February 16, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

Genesis Energy, L.P.
(Name of Issuer)

Common Units
(Title of Class of Securities)

371927104
(CUSIP Number)

December 31, 2009
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAMES OF REPORTING PERSONS.
SWANK CAPITAL, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
TEXAS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER 2,101,344 6. SHARED VOTING POWER 0 7. SOLE DISPOSITIVE POWER 2,101,344 8. SHARED DISPOSITIVE POWER 0
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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,101,344

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.3%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO, HC

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1. NAMES OF REPORTING PERSONS.
SWANK ENERGY INCOME ADVISORS, LP
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
 - (a)
 - (b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
TEXAS
5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
2,101,344
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER
2,101,344
9. PERSON
2,101,344
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
10. SHARES (SEE INSTRUCTIONS)
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.3% o
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN, IA

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1. NAMES OF REPORTING PERSONS.

JERRY V. SWANK

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. CITIZEN

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5. SOLE VOTING POWER

2,101,344

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER

2,101,344

8. SHARED DISPOSITIVE POWER

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

9. PERSON

2,101,344

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN

10. SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.3%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN, HC

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Item (a) Name of Issuer
1.

Genesis Energy, L.P. (the "Issuer")

(b) Address of Issuer's Principal Executive Offices:

919 Milam, Suite 2100, Houston, TX 77002

Item 2 (a) Name of Person Filing:

Swank Capital, LLC ("Swank Capital"), Swank Energy Income Advisors, LP ("Swank Advisors") and Mr. Jerry V. Swank.

(b) Address of Principal Business Office or, if none, Residence:

3300 Oak Lawn Avenue, Suite 650, Dallas, TX 75219

(c) Citizenship:

Swank Capital is a limited liability company organized under the laws of the State of Texas. Swank Advisors is a limited partnership organized under the laws of the State of Texas. Mr. Swank is the principal of Swank Capital and Swank Advisors, and is a U.S. citizen.

(d) Title of Class of Securities:

Common Units representing Limited Partner Interests (the "Common Units")

(e) CUSIP Number:

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Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)

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- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

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- (j) o A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) o Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution..

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- | | | |
|-----|---|---|
| (a) | Amount Beneficially Owned: | Swank Capital, Swank Advisors and Mr. Swank may be deemed the beneficial owners of 2,101,344 Common Units. |
| (b) | Percent of Class: | Swank Capital, Swank Advisors and Mr. Swank may be deemed the beneficial owners of 5.3% of the outstanding Common Units. This percentage is determined by dividing 2,101,344 by 39,482,971, the number of Common Units issued and outstanding as of November 9, 2009, as reported in the Issuer's Quarterly Report on Form 10-Q filed November 9, 2009. |
| (c) | Number of shares as to which the person has: | |
| | (i) Sole power to vote or to direct the vote: | |