

MARTIN MIDSTREAM PARTNERS LP  
Form 8-K  
February 03, 2010

**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 3, 2010  
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 (*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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On February 3, 2010, Martin Midstream Partners L.P. (the Partnership ) entered into an underwriting agreement (the Underwriting Agreement ) with UBS Securities LLC, RBC Capital Markets Corporation and Wells Fargo Securities, LLC, as representatives for the several underwriters parties thereto, in connection with an underwritten public offering (the Offering ) of 1,650,000 of its common units ( Common Units ) at a price of \$32.35 per Common Unit before an underwriting discount of \$1.45 per Common Unit. Pursuant to the Underwriting Agreement, the Partnership has granted the underwriters a 30-day option to purchase up to an additional 247,500 Common Units to cover any over-allotments in connection with the Offering. The Common Units to be sold in the Offering have been registered under the Securities Act of 1933, as amended (the Securities Act ), pursuant to the Partnership's existing shelf registration statement (File No. 333-148146). The closing of the Offering is expected to occur on February 8, 2010, subject to satisfaction of customary closing conditions. The Partnership will use the anticipated net proceeds of approximately \$51.7 million from the Offering, plus up to an additional \$7.8 million if the underwriters exercise their over-allotment option in full, to repay a portion of the outstanding indebtedness incurred under its revolving loan facility.

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 Baker Botts L.L.P. in connection with the Offering.

**Item 7.01. Regulation FD Disclosure.**

On February 3, 2010, 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 (the Exchange Act ).

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

**(d) Exhibits**

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

EXHIBIT

NUMBER	DESCRIPTION
1.1	Underwriting Agreement dated as of February 3, 2010 by and among the Partnership, Martin Midstream GP LLC, Martin Operating GP LLC, Martin Operating Partnership L.P. and UBS Securities LLC, RBC Capital Markets Corporation and Wells Fargo Securities, LLC.
5.1	Opinion of Baker Botts L.L.P. as to the legality of the Common Units.
8.1	Opinion of Baker Botts L.L.P. as to certain tax matters.
23.1	Consent of Baker Botts L.L.P. (included in Exhibits 5.1 and 8.1).
99.1	Press release dated February 3, 2010.

**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 3, 2010

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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