

GLOBAL PARTNERS LP  
Form 8-K  
May 15, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): **May 15, 2017**

**GLOBAL PARTNERS LP**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32593**  
(Commission  
File Number)

**74-3140887**  
(IRS Employer Identification No.)

**P.O. Box 9161**

**800 South Street**

**Waltham, Massachusetts 02454-9161**

(Address of Principal Executive Offices)

**(781) 894-8800**

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(Registrant's telephone number, including  
area code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

On May 15, 2017, Global Partners LP, a Delaware limited partnership (the Partnership ), filed with the Securities and Exchange Commission ( SEC ) a prospectus supplement, dated May 15, 2017, pursuant to Rule 424(b) under the Securities Act of 1933, as amended, (the ATM Prospectus ), relating to the offer and sale of the Partnership s common units representing limited partner interests having an aggregate offering price of up to \$50,000,000 (the Common Units ), which remain unsold under the Partnership s existing at-the-market offering program. The ATM Prospectus was filed in order to permit sales of the Common Units pursuant to the Partnership s shelf registration statement on Form S-3 (File No. 333-212172), which was declared effective by the SEC on July 5, 2016 and replaced the Partnership s previously filed shelf registration statement on Form S-3 (File No. 333-188982).

This Current Report on Form 8-K is being filed to provide the legal opinions of the Partnership s counsel, Vinson & Elkins L.L.P., regarding the legality of the offered Common Units and tax matters, which opinions are attached hereto as Exhibits 5.1 and 8.1.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Vinson & Elkins L.L.P. as to legality of the offered Common Units.
8.1	Opinion of Vinson & Elkins L.L.P. regarding tax matters.
23.1	Consent of Vinson & Elkins L.L.P. (included in its opinion filed as Exhibit 5.1).
23.2	Consent of Vinson & Elkins L.L.P. (included in its opinion filed as Exhibit 8.1).

**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 thereunto duly authorized.

**GLOBAL PARTNERS LP**

By: Global GP LLC,  
its general partner

Dated: May 15, 2017

By: /s/ Edward J. Faneuil  
Executive Vice President,  
General Counsel and Secretary

**EXHIBIT INDEX**

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