

Genesis Energy Finance Corp  
Form FWP  
December 05, 2017

**Issuer Free Writing Prospectus, dated December 4, 2017**

**Filed Pursuant to Rule 433 under the Securities Act of 1933**

**Registration Nos. 333-203259 and 333-203259-02**

**Pricing Term Sheet**

**Genesis Energy, L.P.**

**Genesis Energy Finance Corporation**

**\$450,000,000 6.250% Senior Notes due 2026**

**December 4, 2017**

**Issuers:** Genesis Energy, L.P. and Genesis Energy Finance Corporation  
**Title of Securities:** 6.250% Senior Notes due 2026 (the Notes )  
**Aggregate Principal Amount:** \$450,000,000  
**Net Proceeds**  
**(after estimated offering expenses):** \$441,750,000  
**Final Maturity Date:** May 15, 2026  
**Issue Price:** 100.000%, plus accrued interest, if any, from December 11, 2017  
**Interest Rate:** 6.250%  
**Yield to Maturity:** 6.250%  
**Spread to Benchmark Treasury:** +389 bps  
**Benchmark Treasury:** UST 1.625% due May 15, 2026  
**Interest Payment Dates:** May 15 and November 15, beginning on May 15, 2018  
**Interest Record Dates:** May 1 and November 1  
**Optional Redemption:** Make-whole call at T+50 until February 15, 2021  
On or after February 15, 2021, at the prices set forth below for the twelve-month period beginning on February 15 of the years indicated below, plus accrued and unpaid interest:

| <b>Year</b>         | <b>Percentage</b> |
|---------------------|-------------------|
| 2021                | 104.688%          |
| 2022                | 103.125%          |
| 2023                | 101.563%          |
| 2024 and thereafter | 100.000%          |

**Equity Clawback:** Up to 35% at 106.250% prior to February 15, 2021  
**Joint Book-Running Managers:** Citigroup Global Markets Inc.

SMBC Nikko Securities America, Inc.

Wells Fargo Securities, LLC

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ABN AMRO Securities (USA) LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

BMO Capital Markets Corp.

Capital One Securities, Inc.

Deutsche Bank Securities Inc.

DNB Markets, Inc.

RBC Capital Markets, LLC

Scotia Capital (USA) Inc.

**Co-managers:** BBVA Securities Inc.  
Fifth Third Securities, Inc.  
Regions Securities LLC

**Trade Date:** December 4, 2017  
**Settlement Date:** December 11, 2017 (T+5)  
**Denominations:** \$2,000 and integral multiples of \$1,000 in excess thereof  
**Distribution:** SEC Registered  
**CUSIP / ISIN Numbers:** CUSIP: 37185LAK8  
ISIN: US37185LAK89

This Pricing Term Sheet is qualified in its entirety by reference to the Preliminary Prospectus Supplement, dated December 4, 2017. The information in this Pricing Term Sheet supplements the Preliminary Prospectus Supplement and supersedes the information in the Preliminary Prospectus Supplement to the extent it is inconsistent with the information in the Preliminary Prospectus Supplement. Capitalized terms used in this Pricing Term Sheet but not defined have the meanings given them in the Preliminary Prospectus Supplement.

**The issuers have filed a registration statement (including a preliminary prospectus supplement and a prospectus) with the U.S. Securities and Exchange Commission (SEC) for this offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement for this offering, the issuers' prospectus in that registration statement and any other documents the issuers have filed with the SEC for more complete information about the issuers and this offering. You may get these documents for free by searching the SEC online data base (EDGAR) on the SEC web site at <http://www.sec.gov>. Alternatively, the issuers, any underwriter or any dealer participating in this offering will arrange to send you the prospectus supplement and prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1-800-831-9146.**