

Edgar Filing: Buckeye GP Holdings L.P. - Form SC 13G

Buckeye GP Holdings L.P.  
Form SC 13G  
February 16, 2010

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

Buckeye GP Holdings L.P.  
-----  
(Name of Issuer)

Common Units representing limited partner interests, no par value  
(Title of Class of Securities)

118167105  
-----  
(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 on 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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CUSIP No. 118167105  
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-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Neuberger Berman Group LLC  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

-----  
3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

5 SOLE VOTING POWER

0

-----  
6 SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON WITH

1,483,794 (see Item 4)  
-----

7 SOLE DISPOSITIVE POWER

0

-----  
8 SHARED DISPOSITIVE POWER

1,483,794 (see Item 4)  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,483,794 (see Item 4)  
-----

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

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

5.3 % (see Item 4)  
-----

12 TYPE OF REPORTING PERSON\*

HC  
-----

\*SEE INSTRUCTION BEFORE FILLING OUT  
-----

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

NB Alternatives Advisers LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON WITH

1,483,794 (see Item 4)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,483,794 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,483,794 (see Item 4)

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

[ ]

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

5.3 % (see Item 4)

12 TYPE OF REPORTING PERSON\*

IA

\*SEE INSTRUCTION BEFORE FILLING OUT

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-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
NB Co-Investment Partners LP  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
 (a) [ ]  
 (b) [X]  
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware  
-----

5 SOLE VOTING POWER  
  
0  
-----

6 SHARED VOTING POWER  
  
1,396,469 (see Item 4)  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON WITH

7 SOLE DISPOSITIVE POWER  
  
0  
-----

8 SHARED DISPOSITIVE POWER  
  
1,396,469 (see Item 4)  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
1,396,469 (see Item 4)  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
  
[ ]  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
5.0 % (see Item 4)  
-----

12 TYPE OF REPORTING PERSON\*  
  
PN  
-----

\*SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

NB Co-Investment Associates LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON WITH

1,396,469 (see Item 4)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,396,469 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,396,469 (see Item 4)

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

[ ]

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

5.0 % (see Item 4)

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTION BEFORE FILLING OUT

Item 1(a)

Name of Issuer:

Buckeye GP Holdings L.P.

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Item 1(b) Address of Issuer's Principal Executive Offices:  
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One Greenway Plaza  
Suite 600  
Houston, TX 77046

Item 2(a) Name of Person Filing:  
-----

This statement is filed by: (i) Neuberger Berman Group LLC ("NBG") with respect to Common Units representing limited partner interests, no par value (the "Units"), of the Issuer beneficially owned by NB Co-Investment Partners LP ("NB Partners") and certain affiliated investment funds of NBG, (ii) NB Alternatives Advisers LLC ("NB Alternatives") with respect to Units owned by NB Partners and certain affiliated investment funds of NBG, (iii) NB Partners with respect to Units owned by it, and (iv) NB Co-Investment Associates LP ("NB Associates") with respect to Units owned by NB Partners.

On May 4, 2009, NBG acquired from Lehman Brothers Holdings Inc. various assets and businesses, including NB Alternatives and NB Associates, and the Units to which this Schedule 13G relates were acquired prior to such date.

NBG, NB Alternatives, NB Partners and NB Associates have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which they have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended.

Item 2(b) Address or Principal Business Office:  
-----

The address of the principal business office of each reporting person is 605 Third Avenue New York, New York 10158.

Item 2(c) Citizenship:  
-----

Each of NBG and NB Alternatives is a Delaware limited liability company. Each of NB Partners and NB Associates is a Delaware limited partnership.

Item 2(d) Title of Class of Securities:  
-----

Common Units representing limited partner interests, no par value

Item 2(e) CUSIP Number:  
-----

118167105

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Item 3 This statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), the person filing is a (j) "Group," in accordance with Rule 13d-1(b) (1) (ii) (J).

Item 4 Ownership:  
-----

The percentages used herein are calculated based upon the 27,769,647 Units outstanding as of October 30, 2009, as reported on the Issuer's quarterly report filed on Form 10-Q filed with the Securities and Exchange Commission by the Issuer for the quarter ended September 30, 2009.

As of the close of business on December 31, 2009:

1. NBG

- (a) Amount beneficially owned: 1,483,794
- (b) Percent of class: 5.3 %
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 1,483,794
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition:  
1,483,794

2. NB Alternatives

- (a) Amount beneficially owned: 1,483,794
- (b) Percent of class: 5.3 %
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 1,483,794
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition:  
1,483,794

3. NB Partners

- (a) Amount beneficially owned: 1,396,469
- (b) Percent of class: 5.0 %
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 1,483,794
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition:  
1,396,469

4. NB Associates

- (a) Amount beneficially owned: 1,396,469
- (b) Percent of class: 5.0 %
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 1,483,794
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition:  
1,396,469

NBG, NB Alternatives and NB Associates own directly no Units. Pursuant to investment management agreements, NB Alternatives maintains investment and voting power with respect to the securities held

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by NB Partners and certain affiliated investment funds. NB Associates is the general partner of NB Partners and may be deemed to have beneficial ownership of the securities held

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by NB Partners. NBG controls each of NB Alternatives and NB Associates. By reason of the provisions of Rule 13d-3 of the Securities Exchange Act of 1934, as amended, each of NBG and NB Alternatives may be deemed to beneficially own 1,483,794 Units (constituting approximately 5.3 % of the Units outstanding). Each of NBG and NB Alternatives disclaims beneficial ownership of any of the securities covered by this statement.

Item 5 Ownership of Five Percent or Less of a Class:  
-----

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. [ ]

Item 6 Ownership of More than Five Percent on Behalf of Another  
-----  
Person:  
-----

Not Applicable

Item 7 Identification and Classification of the Subsidiary Which  
-----  
Acquired the Security Being Reported on By the Parent  
-----  
Holding Company:  
-----

Not Applicable

Item 8 Identification and Classification of Members of the Group:  
-----

Not Applicable

Item 9 Notice of Dissolution of Group:  
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Not Applicable

Item 10 Certification:  
-----

By signing below the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and



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correct.

Dated: February 16, 2010

Neuberger Berman Group LLC

By: /s/ Kevin Handwerker  
-----

Name: Kevin Handwerker  
Title: General Counsel

NB Alternatives Advisers LLC

By: /s/ Kevin Handwerker  
-----

Name: Kevin Handwerker  
Title: General Counsel

NB Co-Investment Partners LP

By: /s/ Sean Ward  
-----

Name: Sean Ward  
Title: Vice President

NB Co-Investment Associates LP

By: /s/ Sean Ward  
-----

Name: Sean Ward  
Title: Vice President