

GENESIS ENERGY LP  
Form SC 13G/A  
February 14, 2008

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

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

GENESIS ENERGY, L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

371927

(CUSIP Number)

December 10, 2007

(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).

CUSIP No. 371927

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**1** NAMES OF REPORTING PERSONS  
Denbury Resources Inc.

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

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

**5** SOLE VOTING POWER  
NUMBER OF  (1)

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY  (1)

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON  (1)

**8** SHARED DISPOSITIVE POWER  
WITH:  (1)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,829,055<sup>(1)</sup>

**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)

7.4%<sup>(2)</sup>

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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**1** NAMES OF REPORTING PERSONS  
Denbury Gathering & Marketing, Inc.

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

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

**5** SOLE VOTING POWER  
NUMBER OF  (1)

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY  (1)

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON  (1)

**8** SHARED DISPOSITIVE POWER  
WITH:  (1)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,829,055<sup>(1)</sup>

**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)

7.4%<sup>(2)</sup>

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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**1** NAMES OF REPORTING PERSONS  
Genesis Energy, Inc.

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

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

**5** SOLE VOTING POWER  
NUMBER OF 2,829,055

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY -0-

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 2,829,055

**8** SHARED DISPOSITIVE POWER  
WITH: -0-

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,829,055

**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)

7.4%<sup>(2)</sup>

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) The common units are directly beneficially owned by Genesis Energy, Inc., which has sole voting and investment power with respect to the common units. Genesis Energy, Inc. is a wholly-owned subsidiary of Denbury Gathering & Marketing, Inc., which in turn is a wholly-owned subsidiary of Denbury Resources Inc.

(2) Based on 38,253,264 common units of the Issuer issued and outstanding as of December 10, 2007, as disclosed to Genesis Energy, Inc. by the Issuer.

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**Item 1(a) Name of Issuer:**

Genesis Energy, L.P.

**Item 1(b) Address of Issuer's Principal Executive Offices:**

500 Dallas, Suite 2500  
Houston, Texas 77002

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

Denbury Resources Inc.  
Denbury Gathering & Marketing, Inc.  
Genesis Energy, Inc.

**Item 2(b) Address of Principal Business Office or, if None, Residence:**

|                                     |   |
|-------------------------------------|---|
| Genesis Energy, Inc.                | 500 Dallas, Suite 2500<br>Houston, Texas 77002          |
| Denbury Gathering & Marketing, Inc. | 5100 Tennyson Parkway, Suite 1200<br>Plano, Texas 75024 |
| Denbury Resources Inc.              | 5100 Tennyson Parkway, Suite 1200<br>Plano, Texas 75024 |

**Item 2(c) Citizenship:**

|                                     |          |
|-------------------------------------|----------|
| Genesis Energy, Inc.                | Delaware |
| Denbury Gathering & Marketing, Inc. | Delaware |
| Denbury Resources Inc.              | Delaware |

**Item 2(d) Title of Class of Securities:** Common Units

**Item 2(e) CUSIP Number:** 371927

**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:**

Not applicable.

**Schedule 13G/A**

This Amendment No. 1 ( Amendment ) to Schedule 13G is being filed on behalf of Genesis Energy, Inc., Denbury Gathering & Marketing, Inc. and Denbury Resources Inc. (collectively, the Reporting Persons ) relating to common units representing limited partner interests (the Common Units ) of Genesis Energy, L.P., a Delaware limited partnership (the Issuer ) beneficially owned by the Reporting Persons.

This Amendment is being filed to amend and restate Item 4 as follows:

**Item 4 Ownership.**

(a) Amount beneficially owned:

2,829,055 Common Units

(b) Percent of Class:

7.4%

(c) Number of Shares as to Which the Person Has:

(i) sole power to vote or to direct the vote:

|                                     |            |
|-------------------------------------|------------|
| Denbury Resources Inc.              | *          |
| Denbury Gathering & Marketing, Inc. | *          |
| Genesis Energy, Inc.                | 2,829,055* |

(ii) shared power to vote or to direct the vote:

|                                     |   |
|-------------------------------------|---|
| Denbury Resources Inc.              | 0 |
| Denbury Gathering & Marketing, Inc. | 0 |
| Genesis Energy, Inc.                | 0 |

(iii) sole power to dispose or to direct the disposition of:

|                                     |            |
|-------------------------------------|------------|
| Denbury Resources Inc.              | *          |
| Denbury Gathering & Marketing, Inc. | *          |
| Genesis Energy, Inc.                | 2,829,055* |

(iv) shared power to dispose or to direct the disposition of:

|                                     |   |
|-------------------------------------|---|
| Denbury Resources Inc.              | 0 |
| Denbury Gathering & Marketing, Inc. | 0 |
| Genesis Energy, Inc.                | 0 |

\* The common units are directly beneficially owned by Genesis Energy, Inc., which has sole voting and investment power with respect to the common units. Genesis Energy, Inc. is a wholly-owned subsidiary of Denbury Gathering & Marketing, Inc., which in turn is a wholly-owned subsidiary of Denbury Resources Inc.

**Item 5 Ownership of Five Percent or Less of a Class.**

Not Applicable



**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.**

Not Applicable

**Item 10 Certification.**

By signing below I certify that, to the best of my 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.

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**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 correct.

Date: February 14, 2008

DENBURY RESOURCES INC.

By: /s/ Phil Rykhoek  
Name: Phil Rykhoek  
Title: Senior Vice President and Chief  
Financial Officer

DENBURY GATHERING & MARKETING,  
INC.

By: /s/ Phil Rykhoek  
Name: Phil Rykhoek  
Title: Senior Vice President and Chief  
Financial Officer

GENESIS ENERGY, INC.

By: /s/ Karen Pape  
Name: Karen Pape  
Title: Senior Vice President