

BUCKEYE PARTNERS L P
Form 8-K
March 01, 2007

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): **February 27, 2007**

Buckeye Partners, L.P.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

1-9356
(Commission File
Number)

23-2432497
(I.R.S. Employer
Identification No.)

Five TEK Park
9999 Hamilton Blvd.
Breinigsville, Pennsylvania
(Address of Principal Executive Offices)

18031
(Zip Code)

Registrant's telephone number, including area code: **(610) 904-4000**

Not Applicable

(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))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure

Also on February 27, 2007, the Partnership issued a press release announcing the pricing of the offering of the Offered Units. The press release is being furnished with this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference herein. The information regarding the press release provided in this Item 8.01 (including Exhibit 99.1) shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the Act), as amended, nor shall it be incorporated by reference in any filing made by the Partnership pursuant to the Act, other than to the extent that such filing incorporates by reference any or all of such information by express reference thereto.

Item 8.01. Other Events.

On February 27, 2007, Buckeye Partners, L.P. (the Partnership) entered into an Underwriting Agreement (the Underwriting Agreement) with Morgan Stanley & Co. Incorporated (the Underwriter), that provides for the issuance and sale by the Partnership, and the purchase by the Underwriter, of 1,500,000 limited partnership units of the Partnership (the Offered Units). The Underwriter is offering the Offered Units at an initial offering price to the public of \$49.00 per unit. The Underwriter has been granted an option to purchase up to 225,000 additional limited partnership units to cover over-allotments. The limited partnership units to be issued pursuant to the Underwriting Agreement are registered under the Securities Act of 1933, as amended (the Act) pursuant to a shelf registration statement on Form S-3 (File No. 333-127868). The Partnership expects the transaction to close on or about March 5, 2007. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this report and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

1.1 Underwriting Agreement, dated February 27, 2007, among Morgan Stanley & Co. Incorporated, as underwriter, Buckeye Partners, L.P. and Buckeye GP LLC.

5.1 Opinion of Morgan, Lewis & Bockius LLP as to the legality of the Offered Units.

8.1 Opinion of Vinson & Elkins L.L.P. regarding tax matters.

23.1 Consent of Morgan, Lewis & Bockius LLP (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).

99.1 Press release of Buckeye Partners, L.P. issued February 27, 2007.

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SIGNATURE

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.

BUCKEYE PARTNERS, L.P.

By: Buckeye GP LLC,
its General Partner

-
By: /s/ Stephen C. Muther
Stephen C. Muther
Executive Vice President, Administration
& Legal Affairs

Dated: March 1, 2007

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Exhibit Index

Exhibit

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