

BUCKEYE PARTNERS, L.P.  
Form 8-K  
October 15, 2013

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

WASHINGTON, DC 20549

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**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): **October 10, 2013**

**Buckeye Partners, L.P.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other

**1-9356**  
(Commission File

**23-2432497**  
(I.R.S. Employer

Jurisdiction of

Number)

Identification No.)

Incorporation)

**One Greenway Plaza**  
**Suite 600**  
**Houston, TX**  
(Address of Principal Executive Offices)

**77046**  
(Zip Code)

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Registrant's telephone number, including area code: **(832) 615-8600**

**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))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

On October 10, 2013, Buckeye Partners, L.P. ( Buckeye ) announced that it entered into an underwriting agreement (the Underwriting Agreement ) dated as of October 10, 2013, among Buckeye, Buckeye GP LLC and Barclays Capital Inc., Morgan Stanley & Co. LLC, UBS Securities LLC, Wells Fargo Securities, LLC, Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters set forth in Schedule 1 to the Underwriting Agreement (the Underwriters ). The Underwriting Agreement relates to a follow-on equity offering (the Offering ) of limited partnership units representing limited partner interests in Buckeye (the LP Units ) and the purchase by the Underwriters of 7,500,000 of such LP Units, as well as an option to purchase up to 1,125,000 additional LP Units (the Option Units, and together with the LP Units, the Offered LP Units ). On October 11, 2013, the Underwriters exercised their right to purchase the 1,125,000 Option Units. The offering of the Offered LP Units was registered under the Securities Act of 1933, as amended, pursuant to a shelf registration statement on Form S-3 (File No. 333-178097). Buckeye expects the transaction to close on October 17, 2013.

Buckeye intends to use the net proceeds from the Offering to fund indirectly a portion of the purchase price for its purchase from Hess Corporation of 20 liquid petroleum products terminals with total storage capacity of approximately 39 million barrels for \$850 million. Pending such use, Buckeye intends to use the net proceeds to reduce the indebtedness outstanding under its revolving credit facility and for general partnership purposes.

The Underwriting Agreement requires Buckeye to indemnify the Underwriters and certain of their affiliates against certain liabilities or to contribute to payments the Underwriters may be required to make because of such liabilities.

The disclosure contained in this Item 8.01 does not purport to be a complete description of the Underwriting Agreement and is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and is incorporated by reference into this Item 8.01.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

- 1.1 Underwriting Agreement dated as of October 10, 2013, among Buckeye Partners, L.P., Buckeye GP LLC and Barclays Capital Inc., Morgan Stanley & Co. LLC, UBS Securities LLC, Wells Fargo Securities, LLC, Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters set forth in Schedule 1 thereto.
- 5.1 Opinion of Vinson & Elkins L.L.P. regarding the legality of the Offered LP 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 opinions filed as Exhibits 5.1 and 8.1, respectively).

**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/ Todd J. Russo  
Todd J. Russo  
Vice President, General Counsel and  
Secretary

Dated October 15, 2013

**Exhibit Index**

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- 8.1 Opinion of Vinson & Elkins L.L.P. regarding tax matters.
- 23.1 Consent of Vinson & Elkins L.L.P. (included in its opinions filed as Exhibits 5.1 and 8.1, respectively).