

BUCKEYE PARTNERS, L.P.  
Form 8-K  
November 20, 2017

**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): November 20, 2017**

**Buckeye Partners, L.P.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**One Greenway Plaza**

**1-9356**  
**(Commission**

**File Number)**

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

**Identification No.)**

**77046**

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**Suite 600**

**Houston, TX**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

On November 20, 2017, Buckeye Partners, L.P. ( the Partnership ) entered into a Twelfth Supplemental Indenture, between the Partnership and Branch Banking and Trust Company, as trustee (the Twelfth Supplemental Indenture ), pursuant to an Indenture, dated as of July 10, 2003, as amended and supplemented by the Twelfth Supplemental Indenture, in connection with the issuance and sale of \$400.0 million aggregate principal amount of the Partnership s 4.125% senior unsecured notes due 2027 (the Notes ). A copy of the Twelfth Supplemental Indenture is filed as Exhibit 4.1 to this report and is incorporated by reference herein. The offering of the Notes was registered under the Securities Act of 1933, as amended, pursuant to a shelf registration statement on Form S-3 (File No. 333-221438).

The foregoing description of the Twelfth Supplemental Indenture is qualified in its entirety by reference to the full text of the Twelfth Supplemental Indenture, a copy of which is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

**(d) Exhibits.**

- 4.1 Twelfth Supplemental Indenture, dated November 20, 2017, between Buckeye Partners, L.P. and Branch Banking and Trust Company, as trustee
- 5.1 Opinion of Vinson & Elkins L.L.P. as to the legality of the Notes
- 12.1 Computation of ratios of earnings to fixed charges
- 23.1 Consent of Vinson & Elkins L.L.P. (included in its opinion filed as Exhibit 5.1)

**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  
Senior Vice President, General Counsel and  
Secretary

Dated November 20, 2017