

GLOBAL PARTNERS LP  
Form 8-K  
March 26, 2015

**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): **March 23, 2015**

**GLOBAL PARTNERS LP**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32593**  
(Commission  
File Number)

**74-3140887**  
(IRS Employer  
Identification No.)

**P.O. Box 9161**  
**800 South Street**  
**Waltham, Massachusetts 02454-9161**  
(Address of Principal Executive Offices)

**(781) 894-8800**  
(Registrant's telephone number, including area code)

## Edgar Filing: GLOBAL PARTNERS LP - Form 8-K

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:

- 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 March 23, 2015, Global Partners LP, a Delaware limited partnership (the Partnership ), entered into an Underwriting Agreement (the Underwriting Agreement ) with Global Operating LLC, a Delaware limited liability company and subsidiary of the Partnership ( Global Operating ), Global GP LLC, a Delaware limited liability company and the general partner of the Partnership (the General Partner ), certain selling unitholders named therein (the Selling Unitholders ) and Barclays Capital Inc. (the Underwriter ), relating to the public offering by the Selling Unitholders of 1,956,234 common units representing limited partner interests in the Partnership (the Common Units ) at a price to the public of \$36.10 per Common Unit (the Offering ). The Partnership expects the transaction to close on March 27, 2015, subject to customary closing conditions. The Partnership will not receive any of the proceeds from the Offering for its own account.

The Offering is being registered under the Securities Act of 1933, as amended (the Securities Act ), under the Partnership s registration statement on Form S-3 (File No. 333-181211), which was declared effective by the Securities and Exchange Commission on May 30, 2012.

The Underwriting Agreement contains customary representations and warranties, agreements and obligations, conditions to closing and termination provisions. The Partnership, the General Partner and Global Operating have agreed to indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act, and to contribute to payments the Underwriter may be required to make because of any of those liabilities.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibit

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of March 23, 2015, by and among Global Partners LP, Global GP LLC, Global Operating LLC, the Selling Unitholders named therein and Barclays Capital Inc.
8.1	Opinion of Vinson & Elkins L.L.P. regarding tax matters.
23.1	Consent of Vinson & Elkins L.L.P. (included in its opinion filed as Exhibit 8.1).

**SIGNATURES**

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 thereunto duly authorized.

**GLOBAL PARTNERS LP**

By: GLOBAL GP LLC  
its General Partner

Dated: March 26, 2015

By: /s/ Edward J. Faneuil  
Edward J. Faneuil  
Executive Vice President,  
General Counsel and Secretary

**EXHIBIT INDEX**

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