

GENESIS ENERGY LP  
Form 8-K  
July 23, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 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): July 23, 2015**

**GENESIS ENERGY, L.P.**

**(Exact name of registrant as specified in its charter)**

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

**1-12295**  
**(Commission**  
**File Number)**

**76-0513049**  
**(I.R.S. Employer**  
**Identification No.)**

Edgar Filing: GENESIS ENERGY LP - Form 8-K

**919 Milam, Suite 2100, Houston, Texas**  
**(Address of principal executive offices)**

**77002**  
**(Zip Code)**

**(713) 860-2500**

**(Registrant's telephone number, including area code)**

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))

**Item 8.01. Other Events.**

Genesis Energy, L.P. ( *Genesis* ) is filing the exhibits in Item 9.01 of this Current Report on Form 8-K in connection with the issuance and sale by Genesis and Genesis Energy Finance Corporation of \$750,000,000 aggregate principal amount of 6.75% Senior Notes due 2022 (the *Notes* ), guaranteed by certain subsidiary guarantors of Genesis (the *Guarantees* and, together with the Notes, the *Securities* ). The Securities have been registered under the Securities Act of 1933, as amended, pursuant to Genesis' effective Registration Statement on Form S-3 (Registration No. 333-203259), as amended, as supplemented by the Prospectus Supplement dated July 16, 2015, relating to the offering of the Securities, filed with the SEC pursuant to Rule 424(b) of the Securities Act.

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

(d) Exhibits

The following materials are filed as exhibits to this Current Report on Form 8-K.

**Exhibit**

<b>Number</b>	<b>Description</b>
5.1	Opinion of Akin Gump Strauss Hauer & Feld LLP regarding the legality of the specified Securities.
5.2	Opinion of McDavid, Noblin & West PLLC concerning certain matters of Alabama law.
5.3	Opinion of Liskow & Lewis, A Professional Law Corporation, concerning certain matters of Louisiana law.
8.1	Opinion of Akin Gump Strauss Hauer & Feld LLP regarding certain federal income tax matters.
12.1	Computation of ratio of earnings to fixed charges.
23.1	Consent of Akin Gump Strauss Hauer & Feld LLP (included in Exhibit 5.1).
23.2	Consent of McDavid, Noblin & West LLP (included in Exhibit 5.2).
23.3	Consent of Liskow & Lewis, A Professional Law Corporation (included in Exhibit 5.3).
23.4	Consent of Akin Gump Strauss Hauer & Feld LLP (included in 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 hereunto duly authorized.

GENESIS ENERGY, L.P.

(a Delaware limited partnership)

By: GENESIS ENERGY, LLC, as its sole

general partner

Date: July 23, 2015

By: /s/ Robert V. Deere

Robert V. Deere

Chief Financial Officer

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description**

5.1	Opinion of Akin Gump Strauss Hauer & Feld LLP regarding the legality of the specified Securities.
5.2	Opinion of McDavid, Noblin & West PLLC concerning certain matters of Alabama law.
5.3	Opinion of Liskow & Lewis, A Professional Law Corporation, concerning certain matters of Louisiana law.
8.1	Opinion of Akin Gump Strauss Hauer & Feld LLP regarding certain federal income tax matters.
12.1	Computation of ratio of earnings to fixed charges.
23.1	Consent of Akin Gump Strauss Hauer & Feld LLP (included in Exhibit 5.1).
23.2	Consent of McDavid, Noblin & West LLP (included in Exhibit 5.2).
23.3	Consent of Liskow & Lewis, A Professional Law Corporation (included in Exhibit 5.3).
23.4	Consent of Akin Gump Strauss Hauer & Feld LLP (included in Exhibit 8.1).