

MAGELLAN MIDSTREAM PARTNERS LP

Form 424B2

February 22, 2016

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**The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying base prospectus are not an offer to sell these securities, and are not soliciting an offer to buy these securities in any jurisdiction where such offer or sale is not permitted.**

Subject to completion, dated February 22, 2016

Preliminary prospectus supplement

To prospectus dated May 5, 2015

## \$500,000,000 % Senior Notes due 2026

This is an offering by Magellan Midstream Partners, L.P. of \$500 million aggregate principal amount of % Senior Notes due 2026. Interest will be payable on the notes semi-annually in arrears on and of each year. The notes will mature on , 2026. Interest on the notes will accrue from , 2016, and the first interest payment on the notes will be due on , 2016.

We may redeem some or all of the notes at any time or from time to time at the applicable redemption prices described in this prospectus supplement under the caption Description of notes Optional redemption.

The notes will be our senior unsecured obligations and will rank equally with all of our existing and future unsecured senior debt, including borrowings under our revolving credit facilities and commercial paper program, and senior to any future subordinated debt that we may incur.

*Investing in the notes involves risks that are described in the Risk factors section beginning on page S-8 of this prospectus supplement and on page 3 of the accompanying base prospectus, as well as the risk factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2015.*

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying base prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Public offering price(1)	Underwriting discount	Proceeds, before expenses, to Magellan(1)
Per note	%	%	%
Total	\$	\$	\$

(1) Plus accrued interest from \_\_\_\_\_, 2016, if settlement occurs after that date.

The notes are a new issue of securities with no established trading market. We do not currently intend to apply for listing of the notes on any securities exchange or to be quoted on any automated quotation system.

The notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants on or about \_\_\_\_\_, 2016.

*Joint book-running managers*

**Barclays**

**US Bancorp**

**Wells Fargo Securities**

The date of this prospectus supplement is

, 2016.

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**About this prospectus supplement**

This document is in two parts. The first part is this prospectus supplement, which describes the terms of this offering of notes. The second part is the accompanying base prospectus, which gives more general information about the securities we may offer from time to time. Generally when we refer only to the prospectus, we are referring to both parts combined.

If the information about the offering varies between this prospectus supplement and the accompanying base prospectus, you should rely on the information in this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying base prospectus and any free writing prospectus filed by us with the Securities and Exchange Commission (the SEC). Neither we nor the underwriters have authorized anyone to provide you with different or additional information. We and the underwriters are not making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus supplement, the accompanying base prospectus and any free writing prospectus is accurate as of any date other than the dates shown in those documents or that any information we have incorporated by reference is accurate as of any date other than the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since such dates.

None of Magellan Midstream Partners, L.P., the underwriters or any of their respective representatives is making any representation to you regarding the legality of an investment in the notes by you under applicable laws. You should consult with your own advisors as to legal, tax, business, financial and related aspects of an investment in the notes.

As used in this prospectus supplement and the accompanying base prospectus, unless we indicate otherwise, the terms our, we, us and similar terms refer to Magellan Midstream Partners, L.P., together with its subsidiaries.

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*This summary highlights information contained elsewhere in this prospectus supplement and the accompanying base prospectus. It does not contain all of the information that you should consider before making an investment decision. You should read the entire prospectus supplement, the accompanying base prospectus, the documents incorporated by reference and the other documents to which we refer for a more complete understanding of this offering. Please read Risk factors beginning on page S-8 of this prospectus supplement and on page 3 of the accompanying base prospectus, as well as the risk factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2015 for more information about important factors that you should consider before purchasing notes in this offering.*

**Magellan Midstream Partners, L.P.**

We were formed as a limited partnership under the laws of the State of Delaware in August 2000 to own, operate and acquire a diversified portfolio of complementary energy assets. We are principally engaged in the transportation, storage and distribution of refined petroleum products and crude oil. As of December 31, 2015, our three operating segments included:

our refined products segment, comprised of our 9,500-mile refined products pipeline system with 52 terminals as well as 28 independent terminals not connected to our pipeline system and our 1,100-mile ammonia pipeline system;

our crude oil segment, comprised of approximately 1,700 miles of crude oil pipelines and storage facilities with an aggregate storage capacity of approximately 22 million barrels, of which 14 million barrels are used for leased storage; and

our marine storage segment, consisting of five marine terminals located along coastal waterways with an aggregate storage capacity of approximately 26 million barrels.

Our principal executive offices are located in One Williams Center, Tulsa, Oklahoma 74172 and our phone number is (918) 574-7000.

**Partnership structure and management**

Our operations are conducted through, and our operating assets are owned by, our subsidiaries. Our general partner, which is also a wholly owned subsidiary, has sole responsibility for conducting our business and managing our operations. Our general partner has a non-economic general partner interest in us and does not receive a management fee or other compensation in connection with its management of our business.

The following table describes our current ownership structure. The percentages reflected in the table, other than the general partner interest, represent approximate ownership interests in us.

<b>Ownership of Magellan Midstream Partners, L.P.</b>	<b>Percentage interest</b>
Public common units	99.7%
Officer and director common units	0.3%
General partner interest	0.0%
Total	100.0%

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**The offering**

<b>Issuer</b>	Magellan Midstream Partners, L.P.
<b>Securities</b>	\$500 million aggregate principal amount of % Senior Notes due 2026.
<b>Maturity date</b>	, 2026.
<b>Interest payment dates</b>	Interest will be payable on the notes semi-annually in arrears on and of each year, beginning , 2016.  Interest on the notes will accrue from , 2016.
<b>Use of proceeds</b>	We intend to use the net proceeds from this offering for general partnership purposes and to repay borrowings outstanding under our revolving credit facilities, if any, and our commercial paper program.  Affiliates of the underwriters participating in this offering are lenders under our revolving credit facilities, participants in our commercial paper program, or both, and may receive a portion of the proceeds of this offering through our repayment of the indebtedness outstanding under our revolving credit facilities, if any, and commercial paper program with such proceeds. Please see Use of proceeds on page S-12.
<b>Optional redemption</b>	We may redeem some or all of the notes at any time or from time to time prior to maturity. If we elect to redeem the notes prior to , 20 (the date that is three months prior to the maturity date of the notes), we will pay an amount equal to the greater of 100% of the principal amount of the notes to be redeemed or the sum of the present values of the remaining scheduled payments of principal and interest on the notes that would be due if the notes matured on , 20 , but for the redemption, plus a make-whole premium.  On or after such date, we will pay an amount equal to 100% of the principal amount of the notes to be redeemed. We will pay accrued and unpaid interest, if any, on the notes redeemed to the redemption date. See Description of notes Optional redemption.
<b>Subsidiary guarantees</b>	Our subsidiaries will not initially guarantee the notes. In the future, however, we will cause any of our subsidiaries that subsequently guarantee or become a co-obligor in respect of any of our funded debt to equally and ratably guarantee the notes offered hereby.

**Ranking**

The notes will be our senior unsecured obligations and will rank equally with all of our other existing and future unsecured senior debt, including borrowings under our revolving credit facilities and commercial paper program, and senior to any future subordinated debt that we may incur.

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We conduct substantially all of our business through our subsidiaries. The notes will be structurally subordinated to all existing and future debt and other liabilities, including trade payables, of any of our non-guarantor subsidiaries. As of December 31, 2015, our subsidiaries had no debt for borrowed money.

**Certain covenants**

We will issue the notes under an indenture, with U.S. Bank National Association, as trustee. The indenture does not limit the amount of unsecured debt we may incur. The indenture contains limitations on, among other things, our ability to:

incur debt secured by certain liens;

engage in certain sale-leaseback transactions; and

consolidate, merge or dispose of all or substantially all of our assets.

**Additional issuances**

We may, at any time, without the consent of the holders of the notes, issue additional notes having the same interest rate, maturity and other terms as the notes offered hereby (except for the issue date, the public offering price and, if applicable, the first interest payment date). Any additional notes having such similar terms, together with the notes offered hereby, will constitute a single series under the indenture.

**Risk factors**

Please read **Risk factors** beginning on page S-8 of this prospectus supplement and on page 3 of the accompanying base prospectus, as well as the risk factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2015, for a discussion of factors you should carefully consider before investing in the notes.

**Governing law**

The notes and the indenture governing the notes will be governed by New York law.



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**Summary financial and operating data**

The following table sets forth our summary financial and operating data as of and for the years ended December 31, 2013, 2014 and 2015. This financial data was derived from our audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2015. The financial data set forth below should be read in conjunction with those consolidated financial statements and the notes thereto, which are incorporated by reference into this prospectus supplement and the accompanying base prospectus and have been filed with the SEC. All other data have been derived from our financial records.

We believe that investors benefit from having access to the same financial measures utilized by management. In the following tables, we present the financial measure of distributable cash flow, which is not prepared in accordance with generally accepted accounting principles ( GAAP ). Our partnership agreement requires that all of our available cash, less amounts reserved by our general partner s board of directors, be distributed to our limited partners on a quarterly basis. Management uses distributable cash flow to determine the amount of cash our operations generated that is available for distribution to our limited partners (before any reserves established by our general partner s board of directors) and for recommending to our general partner s board of directors the amount of cash distributions to be paid each period. We also use distributable cash flow as the basis for calculating our equity-based incentive pay. A reconciliation of distributable cash flow to net income, the nearest comparable GAAP measure, is included in the following tables.

In addition to distributable cash flow, the non-GAAP measures of operating margin (in the aggregate and by segment) and adjusted EBITDA are presented in the following tables. We compute the components of operating margin and adjusted EBITDA using amounts that are determined in accordance with GAAP. Reconciliations of operating margin to operating profit and adjusted EBITDA to net income, which are the nearest comparable GAAP financial measures, are included in the following tables. Reconciliations of segment operating margin to segment operating profit are included in our Annual Report on Form 10-K for the year ended December 31, 2015. Operating margin is an important measure of the economic performance of our core operations. Operating profit, alternatively, includes depreciation and amortization expense and general and administrative expense that management does not consider when evaluating the core profitability of an operation. Adjusted EBITDA is an important measure utilized by management and the investment community to assess the financial results of an entity.

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Since the non-GAAP measures presented here include adjustments specific to us, they may not be comparable to similarly-titled measures of other companies.

(dollars in thousands, except per unit amounts)	Year ended December 31,		
	2013	2014	2015
<b>Income statement data:</b>			
Transportation and terminals revenue(a)	\$ 1,188,452	\$ 1,459,267	\$ 1,544,746
Product sales revenue	744,669	878,974	629,836
Affiliate management fee revenue	14,609	22,111	13,871
<b>Total revenue</b>	<b>1,947,730</b>	<b>2,360,352</b>	<b>2,188,453</b>
Operating expenses(a)	396,194	500,901	525,902
Cost of product sales	578,029	594,585	447,273
Earnings of non-controlled entities	(6,275)	(19,394)	(66,483)
<b>Operating margin</b>	<b>979,782</b>	<b>1,284,260</b>	<b>1,281,761</b>
Depreciation and amortization expense	142,230	161,741	166,812
General and administrative expense	132,496	148,288	151,329
<b>Operating profit</b>	<b>705,056</b>	<b>974,231</b>	<b>963,620</b>
Interest expense, net	118,206	121,519	143,177
Other expense (income)(b)		8,573	(1,015)
<b>Income before provision for income taxes</b>	<b>586,850</b>	<b>844,139</b>	<b>821,458</b>
Provision for income taxes	4,613	4,620	2,336
<b>Net income</b>	<b>\$ 582,237</b>	<b>\$ 839,519</b>	<b>\$ 819,122</b>
<b>Basic net income per limited partner unit</b>	<b>\$ 2.57</b>	<b>\$ 3.69</b>	<b>\$ 3.60</b>
<b>Diluted net income per limited partner unit</b>	<b>\$ 2.56</b>	<b>\$ 3.69</b>	<b>\$ 3.59</b>
<b>Balance sheet data:</b>			
Working capital deficit(c)	\$ (241,543)	\$ (133,488)	\$ (374,218)
Total assets	\$ 4,803,307	\$ 5,501,409	\$ 6,041,567
Long-term debt, net	\$ 2,417,811	\$ 2,967,019	\$ 3,189,287
Partners capital	\$ 1,647,442	\$ 1,868,233	\$ 2,021,736
<b>Cash distribution data:</b>			
Cash distributions declared per unit(d)	\$ 2.18	\$ 2.62	\$ 3.01
Cash distributions paid per unit(d)	\$ 2.10	\$ 2.51	\$ 2.92

(Footnotes appear on following page)

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(dollars in thousands)	Year ended December 31,		
	2013	2014	2015
<b>Other data:</b>			
Operating margin:			
Refined products	\$ 693,985	\$ 870,205	\$ 777,021
Crude oil	176,420	295,830	381,365
Marine storage	106,198	114,712	119,524
Allocated partnership depreciation costs(e)	3,179	3,513	3,851
<b>Operating margin</b>	<b>\$ 979,782</b>	<b>\$ 1,284,260</b>	<b>\$ 1,281,761</b>
Adjusted EBITDA and Distributable cash flow:			
Net income	\$ 582,237	\$ 839,519	\$ 819,122
Interest expense, net(f)	118,206	121,519	143,177
Depreciation and amortization expense(f)	142,230	161,741	166,812
Equity-based incentive compensation expense(g)	11,823	12,471	6,461
Loss on sale and retirement of assets	7,835	7,223	7,871
Commodity-related adjustments(h)	(339)	(56,288)	13,988
Other(i)	(409)	(8,724)	14,572
<b>Adjusted EBITDA</b>	<b>861,583</b>	<b>1,077,461</b>	<b>1,172,003</b>
Interest expense, net, excluding debt issuance cost amortization(f)	(115,782)	(119,186)	(140,464)
Maintenance capital	(76,081)	(77,806)	(88,685)
<b>Distributable cash flow</b>	<b>\$ 669,720</b>	<b>\$ 880,469</b>	<b>\$ 942,854</b>

	Year ended December 31,		
	2013	2014	2015
<b>Operating statistics:</b>			
Refined products:			
Transportation revenue per barrel shipped	\$ 1.313	\$ 1.399	\$ 1.439
Volume shipped (million barrels):			
Gasoline	239.7		