

HOLLY ENERGY PARTNERS LP

Form 8-K

February 04, 2005

**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): February 4, 2005

HOLLY ENERGY PARTNERS, L.P.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other
jurisdiction of incorporation)

001-32225
(Commission File Number)

20-0833098
(I.R.S. Employer
Identification Number)

**100 Crescent Court,
Suite 1600
Dallas, Texas**
(Address of principal
executive offices)

75201-6927
(Zip code)

Registrant's telephone number, including area code: **(214) 871-3555**

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:

- 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 7.01 Regulation FD Disclosure.

The following information is furnished pursuant to Item 7.01, Regulation FD Disclosure.

Furnished as Exhibit 99.1 and incorporated herein by reference herein in its entirety is a copy of a press release issued by Holly Energy Partners, L.P. (the Partnership) on February 4, 2005, announcing that it intends to commence a Rule 144A offering of \$150 million principal amount of senior notes due 2015.

A copy of certain information contained in the preliminary offering memorandum dated February 4, 2005 relating to the proposed private offering of the notes under the captions Risk factors , The pending Alon transaction , Business and Holly Energy Partners, L.P. Pro Forma Financial Statements (unaudited) is attached as Exhibits 99.2, 99.3, 99.4 and 99.5, respectively, to this report and is incorporated herein by reference.

The Partnership is furnishing the information contained in this report, including the exhibits hereto, pursuant to Regulation FD promulgated by the Securities and Exchange Commission (SEC). This information shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (Exchange Act) or otherwise subject to the liabilities of that section, unless we specifically incorporate it by reference in a document filed under the Exchange Act or the Securities Act of 1933 (the Securities Act). By filing this report on Form 8-K and furnishing this information, the Partnership makes no admission as to the materiality of any information in this report, including any exhibits hereto, or that any such information includes material investor information that is not otherwise publicly available.

The information contained in this report, including the information contained in the exhibits hereto, is intended to be considered in the context of our SEC filings and other public announcements that the Partnership may make, by press release or otherwise, from time to time. The Partnership disclaims any current intention to revise or update the information contained in this report, including the information furnished in the exhibits hereto, although the Partnership may do so from time to time as our management believes is warranted. Any such updating may be made through the furnishing or filing of other reports or documents with the SEC, through press releases or through other public disclosure.

The information contained in this report and any exhibit hereto is neither an offer to sell nor a solicitation of an offer to buy any of the notes. The notes that the Partnership intends to offer will not be registered under the Securities Act, or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act.

Item 9.01 Financial Statements and Exhibits.

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|------|---|
| 99.1 | Press Release of the Partnership issued February 4, 2005.* |
| 99.2 | Information contained under the caption Risk factors in the preliminary offering memorandum.* |
| 99.3 | Information contained under the caption The pending Alon transaction in the preliminary offering memorandum.* |
| 99.4 | Information contained under the caption Business in the preliminary offering memorandum.* |

99.5

Information contained under the caption Holly Energy Partners, L.P. Pro Forma
Financial Statements (unaudited) in the preliminary offering memorandum.*

* Furnished pursuant to Regulation FD.

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.

HOLLY ENERGY PARTNERS, L.P.

By: **HEP Logistics Holdings, L.P.**

its General Partner

By: **Holly Logistic Services, L.L.C.**

its General Partner

By: /s/ P. Dean Ridenour

P. Dean Ridenour
Vice President & Chief
Accounting Officer

Date: February 4, 2005

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Title</u>
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99.2	Information contained under the caption Risk factors in the preliminary offering memorandum.*
99.3	Information contained under the caption The pending Alon transaction in the preliminary offering memorandum.*
99.4	Information contained under the caption Business in the preliminary offering memorandum.*
99.5	Information contained under the caption Holly Energy Partners, L.P. Pro Forma Financial Statements (unaudited) in the preliminary offering memorandum.*

* Furnished pursuant to Regulation FD.