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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): June 16, 2008 (June 11, 2008)

**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.)

**500 Dallas, Suite 2500, 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))

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## **Item 1.01. Entry into a Material Definitive Agreement**

Contribution and Sale Agreement. On June 11, 2008, Genesis Energy, L.P. (“Genesis”), together with Genesis Marine Investments, LLC, a subsidiary of Genesis (“Genesis Marine”), entered into a contribution and sale agreement (“Contribution Agreement”) with Grifco Transportation, Ltd. (“Grifco”), two of Grifco’s affiliates, and TD Marine, LLC (“TD Marine”) to acquire the inland marine transportation business of Grifco. Genesis Marine and TD Marine will own and operate the business through a joint venture, DG Marine Transportation (“DG Marine Transportation”), which will be owned (directly and indirectly) 51% by TD Marine and 49% by Genesis Marine.

Grifco will receive initial purchase consideration of approximately \$80 million, comprised of \$63.3 million in cash and \$16.7 million in Genesis common units. A portion of which units will be subject to certain lock-up restrictions. DG Marine will acquire substantially all of Grifco’s assets, including twelve barges, seven push boats, certain commercial agreements, and office and warehouse space. Additionally, DG Marine and its subsidiaries will assume or otherwise acquire the rights and obligations to take delivery of four new barges in late third quarter of 2008 and four additional new barges early in first quarter of 2009 (at a total price of approximately \$27 million). Upon delivery of the eight new barges, the acquisition of three additional push boats (at an estimated cost of approximately \$6 million), and after placing the barges and push boats into commercial operations, DG Marine will be obligated to pay Grifco an additional \$12 million in cash as additional purchase consideration, bringing the total value of the joint investment to approximately \$125 million.

Upon consummation of the transaction, DG Marine will serve refineries and storage terminals along the Gulf Coast, Intracoastal Canal and western river systems of the United States, including the Red, Ouachita and Mississippi Rivers, where Genesis has significant existing terminals. On an annualized basis, and after the additional eight barges and three push boats described above are acquired and put into service, Genesis expects DG Marine to generate EBITDA of approximately \$16 to \$17 million, which is a 7.5x transaction multiple on DG Marine’s investment.

The acquisition is expected to be funded with \$50 million of aggregate equity contributions from Genesis Marine and TD Marine, initially in proportion to their ownership percentages, and with a \$75 million bank-syndicated revolving credit facility, to be arranged jointly by SunTrust Robinson Humphrey and BMO Capital Markets. DG Marine will be the borrower under the facility, which will be non-recourse to Genesis Marine and TD Marine (other than their initial investment).

Omnibus Agreement. In connection with the Contribution and Sale Agreement, on June 12, 2008, Genesis, Genesis Marine and TD Marine and certain parties related to it entered into an Omnibus Agreement. Pursuant to the Omnibus Agreement, (i) Genesis agreed to effectively fund Genesis Marine’s proportionate share of the joint venture equity capital (\$24.5 million) with cash, (ii) TD Marine and its affiliates agreed to effectively fund TD Marine’s proportionate share of the joint venture equity capital (\$25.5 million) with cash (\$8.8 million) and Genesis common units (\$16.7 million), and (iii) the parties thereto agreed to take certain actions to form the joint venture and consummate the Grifco acquisition described above, including arranging a credit facility for DG Marine.

The completion of the transaction is subject to the satisfaction of customary conditions to closing, including the performance of material covenants, accuracy of representations and warranties, obtaining material consents and approvals and approval by the AMEX to list the units to be issued as a portion of the purchase price. The transaction is expected to close early in the third quarter of 2008.

This report contains only a summary of certain provisions of the Contribution Agreement, the Omnibus Agreement and related documents. This summary does not purport to be a complete summary of those documents and is qualified by reference to those documents, which have not been filed. Genesis will file certain of those documents at a future date. The underlying documents contain representations, warranties and other provisions that are qualified in many respects, including by reference to disclosure schedules that have not been filed and that may not be filed with those documents that are filed. Those representations and warranties were made to provide the parties thereto with specified rights and remedies and to allocate risks among those parties. Accordingly, those

representations and warranties should not be relied upon as business or operational information about any of the parties or their affiliates.

A copy of the press release issued to announce the execution of the Contribution Agreement is included as Exhibit 99.1 to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits**

- (a) Financial statements of businesses acquired.

Not applicable

- (b) Pro forma financial information.

Not applicable.

- (c) Exhibits

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

Exhibits.

99.1 Genesis Energy, L.P. press release, dated June 12, 2008.

**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.

GENESIS ENERGY, L.P.  
(A Delaware Limited Partnership)

By: GENESIS ENERGY, INC., as  
General Partner

Date: June 16, 2008

By: /s/ ROSS A. BENAVIDES  
Ross A. Benavides  
Chief Financial Officer

FOR IMMEDIATE RELEASE

Contact: Ross A Benavides  
Chief Financial Officer  
(713) 860-2528

## **GENESIS ENERGY, L.P. ENTERS MARINE TRANSPORTATION BUSINESS WITH NEW JOINT VENTURE**

June 12, 2008 – (Houston, TX) - Genesis Energy, L.P. (AMEX:GEL) (Genesis) announced today that it has entered into definitive agreements pursuant to which it will participate in an inland barge transportation joint venture with an entity (TD Marine) owned and controlled by certain principals of the Davison family of Ruston, Louisiana. The joint venture, DG Marine Transportation, LLC (DG Marine), will acquire and operate the inland marine transportation business of Grifco Transportation, Ltd. and certain related entities (“Grifco”). TD Marine will own 51% of DG Marine, and Genesis will own 49%. Genesis acquired five energy related businesses from the Davison family in July of 2007.

Grifco will receive initial purchase consideration of approximately \$80 million comprised of \$63.3 million in cash and \$16.7 million in Genesis common units, a portion of which units will be subject to certain lock-up restrictions. At closing, anticipated to be on or after July 1, 2008, DG Marine will acquire from Grifco twelve existing barges (with an average age of approximately 3 years), seven existing push boats, the economic benefits of certain commercial agreements, and office and warehouse space. Additionally, DG Marine and its subsidiaries will assume or otherwise acquire the rights and obligations to take delivery of 4 new barges in late third quarter of 2008 and 4 additional new barges early in first quarter of 2009 (at a total contract price of approximately \$27 million). Upon delivery of the 8 new barges, the acquisition of 3 additional push boats (at an estimated cost of approximately \$6 million), and the placing into commercial operations of all such newly acquired assets, DG Marine will be obligated to pay Grifco an additional \$12 million in cash as additional purchase consideration, bringing the total value of the joint investment to approximately \$125 million.

The operations of the acquired business will serve refineries and storage terminals along the Gulf Coast, Intracoastal Canal and western river systems of the United States, including the Red, Ouachita and Mississippi Rivers on which Genesis has significant existing terminals.

Grant E. Sims, Chief Executive Officer of Genesis said, “This joint venture and acquisition provide an excellent entry opportunity for Genesis into the marine transportation business. We believe there will be significant strategic opportunities for the transportation of heavy refined products and crude oil with our existing supply and logistics segment.”

“The fleet will continue to do business as “Grifco” and be operated by its existing employees under the leadership of Mr. E.C. “Red” Griffin. Mr. Griffin, with over 40 years of experience in the marine transportation business, has built a solid business with high quality assets, excellent customer relations, and a talented team that will provide a solid foundation for future growth in this business. Clay Griffin will continue in his role as President, and Rick Alexander will continue as Vice President-Sales. We look forward to working with all of Grifco’s dedicated employees to continue and build on their demonstrated successes”.

Joseph A. Blount, Jr., President and Chief Operating Officer of Genesis added, “The Grifco fleet represents one of the most modern and efficient fleets of “black oil” barges operating in U.S. waters, fully compliant with OPA 90 and all other federal and state safety and environmental rules and regulations. We believe this represents a unique opportunity for us to expand Genesis’ ability to deliver efficient, reliable, safe and responsible mid-stream services in and around our existing set of assets.”

The acquisition is expected to be funded with a \$75 million bank-syndicated revolving credit facility, to be arranged jointly by SunTrust Robinson Humphrey and BMO Capital Markets, at the DG Marine level, non-recourse to either of the joint venture participants other than their initial investment, as well as with equity contributions from Genesis and TD Marine, totaling \$50 million initially in proportion to their ownership percentages.

The transactions are subject to customary closing conditions, including regulatory filings, third party consents, audited financial statements and acceptable financing.

Genesis will host a conference call on today (June 12, 2008) at 2:00 pm CDT to discuss the transaction. This call can be accessed at [www.genesisenergy.com](http://www.genesisenergy.com). Choose the Investor Relations button. Listeners should go to this website at least fifteen minutes before this event to download and install any necessary audio software. For those unable to attend the live broadcast, a replay will be available beginning approximately one hour after the event and remain available on our website for 30 days.

Genesis Energy, L.P. is a diversified midstream energy master limited partnership headquartered in Houston, Texas. Genesis engages in four business segments. The Pipeline Transportation Division is engaged in the pipeline transportation of crude oil and, to a lesser extent, natural gas and carbon dioxide. The Refinery Services Division primarily processes sour gas streams to remove sulfur at refining operations, principally located in Texas, Louisiana and Arkansas. The Supply and Logistics Division is engaged in the transportation, storage and supply of energy products, including crude oil and refined products. The Industrial Gases Division produces and supplies industrial gases such as carbon dioxide and syngas. Genesis’ operations are primarily located in Texas, Louisiana, Arkansas, Mississippi, Alabama and Florida.

This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Although we believe that our expectations are based upon reasonable assumptions, we can give no assurance that our goals will be achieved. Important factors that could cause actual results to differ materially from those in the forward looking statements herein include the timing and extent of changes in commodity prices for oil, ability to obtain adequate credit facilities, managing operating costs, completion of capital projects on schedule and within budget, consummation of accretive acquisitions, capital spending, environmental risks, government regulation, our ability to meet our stated business goals and other risks noted from time to time in our Securities and Exchange Commission filings. Actual results may vary materially. We undertake no obligation to publicly update or revise any forward-looking statement.

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