

STONEMOR PARTNERS LP  
Form 8-K  
February 09, 2011

**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 3, 2011

**StoneMor Partners L.P.**

(Exact name of registrant as specified in its charter)

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

**000-50910**  
(Commission  
File Number)

**80-0103159**  
(IRS Employer  
Identification No.)

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311 Veterans Highway, Suite B, Levittown, PA 19056

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (215) 826-2800

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 (see General Instruction A.2. below):

- .. 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 1.01 Entry into a Material Definitive Agreement.**

On February 3, 2011, StoneMor Partners L.P. (the Partnership), StoneMor GP LLC, the general partner of the Partnership, StoneMor Operating LLC, a wholly owned subsidiary of the Partnership, and certain selling unitholders (the Selling Unitholders) entered into an Underwriting Agreement (the Underwriting Agreement) with Raymond James & Associates, Inc. and Barclays Capital Inc., as representatives of the several underwriters named in the Underwriting Agreement (the Underwriters).

The Underwriting Agreement provides for the issuance and sale by the Partnership of up to 3,025,000 common units representing limited partner interests in the Partnership (Common Units) and for the sale by the Selling Unitholders of 1,849,366 Common Units in an underwritten public offering (the Units Offering) at a price to the public of \$29.25 per Common Unit. The Partnership has also granted the Underwriters a 30-day option to purchase up to 731,155 additional Common Units to cover over-allotments, which was exercised on February 7, 2011.

Raymond James & Associates, Inc. is an affiliate of one of the lenders under the Partnership's Amended and Restated Credit Agreement, dated as of August 15, 2007, as amended, which will receive a portion of the proceeds of the Units Offering.

The Partnership's and the Selling Unitholders' sale of the Common Units in the Units Offering was registered under the Securities Act of 1933, as amended, pursuant to the Partnership's shelf registration statement on Form S-3, as amended (File No. 333-170870).

The Units Offering closed on February 9, 2011. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1.1                | Underwriting Agreement, dated February 3, 2011, by and among StoneMor Partners L.P., StoneMor GP LLC, StoneMor Operating LLC, Raymond James & Associates, Inc. and Barclays Capital Inc., as representatives of the several underwriters named therein, and certain selling unitholders. |
| 5.1                | Opinion of Vinson & Elkins L.L.P.  |
| 8.1                | Opinion of Vinson & Elkins L.L.P. regarding tax matters.   |
| 23.1               | Consents of Vinson & Elkins L.L.P. (included in Exhibits 5.1 and 8.1 hereto).  |

**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.

**STONEMOR PARTNERS L.P.**

By: StoneMor GP LLC  
its general partner

By: /s/ William R. Shane  
Name: William R. Shane  
Title: Executive Vice President and Chief Financial  
Officer

Date: February 9, 2011

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**Exhibit Index**

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