

MARTIN MIDSTREAM PARTNERS LP

Form 8-K

December 20, 2006

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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): December 20, 2006

**MARTIN MIDSTREAM PARTNERS L.P.**

(Exact name of Registrant as specified in its charter)

**DELAWARE**

(State of incorporation  
or organization)

**000-50056**

(Commission file number)

**05-0527861**

(I.R.S. employer identification  
number)

**4200 STONE ROAD  
KILGORE, TEXAS**

(Address of principal executive offices)

**75662**

(Zip code)

Registrant's telephone number, including area code: (903) 983-6200

(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))
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**Item 3.02. Unregistered Sales of Equity Securities.**

Pursuant to a Common Unit Purchase Agreement dated December 20, 2006, Martin Midstream Partners L.P. (the Partnership ) sold and issued 470,484 common units, representing limited partnership interests in the Partnership, to Martin Resource Management Corporation, the owner of the Partnership's general partner. The Partnership received proceeds of approximately \$15.3 million, including a capital contribution of approximately \$0.3 million made by the Partnership's general partner in order to maintain its 2% general partner interest in the Partnership. Proceeds from this transaction will be used to repay a portion of indebtedness under the Partnership's existing credit facility. The common units were priced at \$31.88 per unit, based on the average closing price of the Partnership's common units on the Nasdaq during the ten trading days ending on December 18, 2006. This transaction is exempt from registration pursuant to either Regulation D or Section 4(2) of the Securities Act of 1933, as amended.

**Item 7.01. Regulation FD Disclosure.**

On December 20, the Partnership issued a press release announcing the sale of the common units. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 and in the attached Exhibit is deemed to be furnished and not deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended (the Exchange Act ).

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

**(d) Exhibits**

In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit is deemed to be furnished and not deemed to be filed for purposes of the Exchange Act.

EXHIBIT NUMBER	DESCRIPTION
99.1	Press release dated December 20, 2006.

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**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.

MARTIN MIDSTREAM PARTNERS L.P.

By: Martin Midstream GP LLC,  
Its General Partner

Date: December 20, 2006

By: /s/ Robert D. Bondurant  
Robert D. Bondurant,  
Executive Vice President and Chief  
Financial Officer

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