

BUCKEYE PARTNERS, L.P.  
Form 8-K  
March 09, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **March 9, 2016**

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**Buckeye Partners, L.P.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other  
Jurisdiction of  
Incorporation)

**1-9356**  
(Commission File  
Number)

**23-2432497**  
(I.R.S. Employer  
Identification No.)

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**One Greenway Plaza**  
**Suite 600**  
**Houston, TX**  
(Address of Principal Executive Offices)

**77046**  
(Zip Code)

Registrant's telephone number, including area code: **(832) 615-8600**

**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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

On March 9, 2016, Buckeye Partners, L.P. (the Partnership) and Buckeye GP LLC, the general partner of the Partnership, entered into an equity distribution agreement (the Distribution Agreement) with J.P. Morgan Securities LLC, BB&T Capital Markets, a division of BB&T Securities, LLC, BNP Paribas Securities Corp., Deutsche Bank Securities Inc., Jefferies LLC, Morgan Stanley & Co. LLC, RBC Capital Markets, LLC, and SMBC Nikko Securities America, Inc. Under the terms of the Distribution Agreement, the Partnership may offer and sell up to \$500,000,000 in aggregate gross sales price of limited partnership units representing limited partner interests in the Partnership (LP Units) from time to time through such firms, acting as agents of the Partnership or as principals. Sales of LP Units, if any, will be made by means of ordinary brokers transactions on the New York Stock Exchange, to or through a market maker, directly on or through any other existing trading market, by any other method permitted by law, including but not limited to in privately negotiated transactions and such other sales as shall be agreed between us and any such firm.

Subject to the terms and conditions of the Distribution Agreement, each firm will use its commercially reasonable efforts to sell on the Partnership's behalf any LP Units to be offered by the Partnership under the Distribution Agreement. Under the terms of the Distribution Agreement, the Partnership may also sell LP Units to any of the firms as principal, at a price per unit to be agreed upon at the time of sale. If the Partnership sells LP Units to any such firm acting as principal, it will enter into a separate terms agreement with that agent, and the Partnership will describe the agreement in a separate prospectus supplement or pricing supplement. If the Partnership engages the firm for a sale of LP Units that would constitute a distribution within the meaning of Rule 100 of Regulation M under the Securities Exchange Act of 1934, as amended, the Partnership and the firm will agree to compensation that is customary for the firm with respect to such transactions.

The LP Units will be issued pursuant to the Partnership's shelf registration statement on Form S-3 (Registration No. 333-200441), declared effective as of January 16, 2015, including the related prospectus dated January 16, 2015 and a prospectus supplement dated March 9, 2016, as the same may be amended or supplemented.

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

**(d) Exhibits.**

- 1.1 Distribution Agreement, dated March 9, 2016, among Buckeye Partners, L.P., Buckeye GP LLC and each of the firms named therein
- 5.1 Opinion of Vinson & Elkins L.L.P. regarding the legality of the LP Units
- 8.1 Opinion of Vinson & Elkins L.L.P. regarding tax matters
- 23.1 Consent of Vinson & Elkins L.L.P. (included in Exhibits 5.1 and 8.1)

**SIGNATURE**

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.

**BUCKEYE PARTNERS, L.P.**

By: Buckeye GP LLC,  
its General Partner

By: /s/ Todd J. Russo  
Todd J. Russo  
Senior Vice President, General Counsel and  
Secretary

Dated March 9, 2016

**Exhibit Index**

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