

GLOBAL PARTNERS LP  
Form 8-K  
February 04, 2011

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

WASHINGTON, DC 20549

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**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**

**GLOBAL PARTNERS LP**

(Exact name of registrant as specified in its charter)

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

**001-32593**  
(Commission  
File Number)

**74-3140887**  
(IRS Employer  
Identification No.)

**P.O. Box 9161**

**800 South Street**

**Waltham, Massachusetts 02454-9161**

(Address of Principal Executive Offices)

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**(781) 894-8800**

(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.**

On February 3, 2011, Global Partners LP (the Partnership) entered into an Underwriting Agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc. and J.P. Morgan Securities LLC, as representatives of the underwriters set forth in Schedule 1 to the Underwriting Agreement (collectively, the Underwriters), relating to the public offering of 2,300,000 common units representing limited partnership interests in the Partnership (the Common Units), at a public offering price of \$27.60, less underwriting discounts and commissions of \$1.11 per Common Unit. Pursuant to the Underwriting Agreement, the Partnership also granted the Underwriters an option to purchase an additional 345,000 Common Units from the Partnership at the same price.

The Partnership expects the closing of the transactions under the Underwriting Agreement, including the sale of the additional 345,000 Common Units, to occur on February 8, 2011, subject to customary closing conditions. The Partnership expects to receive net proceeds from the sale of the Common Units sold pursuant to the Underwriting Agreement of approximately \$69.7 million (after deducting underwriting discounts and commissions and estimated expenses). The Partnership expects to use the net proceeds from the offering to reduce indebtedness outstanding under its credit agreement.

The offering was made pursuant to the Partnership's shelf registration statement on Form S-3 (File No. 333-165789) filed with the Securities and Exchange Commission (the SEC) on March 30, 2010 and as amended on May 18, 2010, which was declared effective by the SEC on June 4, 2010.

The Underwriting Agreement contains customary representations, warranties and agreements by the Partnership, and customary conditions to closing, indemnification obligations of the Partnership and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties, and termination provisions. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and incorporated by reference herein.

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

(d)                              Exhibit

1.1                              Underwriting Agreement, dated as of February 3, 2011, by and among Global Partners LP, Global GP LLC and Global Operating LLC, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc. and J.P. Morgan Securities LLC, as representatives of the underwriters set forth in Schedule 1 to the Underwriting Agreement.

5.1                              Opinion of Vinson & Elkins L.L.P. as to the legality of the offered units.

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8.1 Opinion of Vinson & Elkins L.L.P. regarding tax matters.

23.1 Consent of Vinson & Elkins L.L.P. (included in its opinions filed as Exhibit 5.1 and Exhibit 8.1).

**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.

**GLOBAL PARTNERS LP**

By: Global GP LLC,  
its general partner

Dated: February 4, 2011

By: /s/ Edward J. Faneuil  
Executive Vice President,  
General Counsel and Secretary

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 1.1                       | Underwriting Agreement, dated as of February 3, 2011, by and among Global Partners LP, Global GP LLC and Global Operating LLC, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc. and J.P. Morgan Securities LLC, as representatives of the underwriters set forth in Schedule 1 to the Underwriting Agreement. |
| 5.1                       | Opinion of Vinson & Elkins L.L.P. as to the legality of the offered units.   |
| 8.1                       | Opinion of Vinson & Elkins L.L.P. regarding tax matters.   |
| 23.1                      | Consent of Vinson & Elkins L.L.P. (included in its opinions filed as Exhibit 5.1 and Exhibit 8.1).   |