

MARTIN MIDSTREAM PARTNERS LP

FORM 8-K (Current report filing)

Filed 10/02/12 for the Period Ending 10/02/12

Address	4200 STONE ROAD KILGORE, TX 75662
Telephone	9039836200
CIK	0001176334
Symbol	MMLP
SIC Code	5171 - Petroleum Bulk stations and Terminals
Industry	Oil & Gas Operations
Sector	Energy
Fiscal Year	12/31

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): October 2, 2012

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, TX 75662
(Address of principal executive offices) (Zip code)

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

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 8.01 Other Events

On October 2, 2012, Martin Midstream Partners, L.P. issued a press release announcing that Martin Resource Management Corporation, the owner of its general partner, has settled certain ongoing litigation with some of its shareholders. Pursuant to the terms of the Securities Repurchase and Settlement Agreement among the parties, in addition to repurchasing all of the outstanding shares of common stock of Martin Resource Management Corporation owned by a shareholder, Martin Resource Management Corporation, through a wholly-owned subsidiary, transferred 1,500,000 of our common units to that shareholder pursuant to an effective registration statement.

A copy of the press release announcing the settlement is attached to this report as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Exhibits.

(d) Exhibits.

Exhibit No.	Description
5.1	Opinion of Locke Lord LLP
99.1	Press release dated October 2, 2012

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: October 2, 2012

By: /s/ Robert D. Bondurant

Robert D. Bondurant,
Executive Vice President and
Chief Financial Officer

INDEX TO EXHIBITS

Exhibit No.	Description
5.1	Opinion of Locke Lord LLP
99.1	Press release dated October 2, 2012



2800 JPMorgan Chase Tower, 600 Travis
Houston, Texas 77002
Telephone: 713-226-1200
Fax: 713-223-3717
www.lockelord.com

October 2, 2012

Martin Midstream Partners L.P.
4200 Stone Road
Kilgore, Texas 75662

Ladies and Gentlemen:

We have acted as counsel to Martin Midstream Partners L.P., a Delaware limited partnership (the "Partnership"), in connection with the proposed offer and sale by Martin Resources LLC, a Delaware limited liability company (the "Selling Unitholder"), pursuant to the Partnership's Registration Statement on Form S-3 (Registration No. 333-183481), of 1,500,000 common units representing limited partner interests in the Partnership (the "Common Units"), which Common Units are proposed to be sold pursuant to that certain Securities Repurchase and Settlement Agreement dated October 2, 2012 (the "Agreement") by and among Martin Resource Management Corporation, a Texas corporation and the sole member of the Selling Unitholder ("MRMC"), and the other parties thereto.

In rendering the opinion set forth below, we have examined (i) the Registration Statement, as filed by the Partnership with the Securities and Exchange Commission (the "Commission"); (ii) the prospectus dated September 11, 2012 (the "Base Prospectus") included in the Registration Statement; (iii) the prospectus supplement dated October 2, 2012 (the "Prospectus Supplement," and together with the Base Prospectus, the "Prospectus"), as filed by the Partnership with the Commission; (iv) the Delaware Revised Uniform Limited Partnership Act (the "Delaware LP Act"); (v) the Partnership's respective records and documents; and (vi) such other certificates, statutes and other instruments and documents as we consider appropriate for purposes of the opinions hereafter expressed.

In connection with this opinion, we have assumed that (i) each document submitted to us for review as an original is authentic, each such document that is a copy conforms to an authentic original and all signatures on each such document are genuine; (ii) each person signing documents we examined has the legal authority and capacity to do so; (iii) each certificate from governmental officials reviewed by us is accurate, complete and authentic, and all official public records are accurate and complete; and (iv) the Common Units will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement and the Prospectus.

Based on the foregoing and on such legal considerations as we deem relevant, we are of the opinion that the Common Units are, and upon sale will continue to be, validly issued, fully paid and nonassessable (except as such nonassessability may be affected by Sections 17-303, 17-607 and 17-804 of the Delaware LP Act and as described in the Prospectus).

The opinions expressed herein are limited exclusively to the federal laws of the United States of America and the laws of the Delaware LP Act, and we are expressing no opinion as to the effect of the laws of any other jurisdiction, domestic or foreign.

October 2, 2012

Page 2

We hereby consent to the statements with respect to us under the heading “Legal Matters” in the Prospectus Supplement and to the filing of this opinion as an Exhibit to the Partnership's Current Report on Form 8-K filed on or about the date hereof. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Commission issued thereunder.

Very truly yours,

/s/ Locke Lord LLP

LOCKE LORD LLP

For more information:
Joe McCreery - Head of Investor Relations
903-988-6425



FOR IMMEDIATE RELEASE:

**MARTIN RESOURCE MANAGEMENT CORPORATION
OWNER OF THE GENERAL PARTNER
OF MARTIN MIDSTREAM PARTNERS L.P. ANNOUNCES
LITIGATION SETTLEMENT**

KILGORE, TX - October 2, 2012 (GlobeNewswire) - Martin Midstream Partners L.P. (NASDAQ: MMLP) ("MMLP" or the "Partnership") announced today that Martin Resource Management Corporation (the "Parent"), the owner of its general partner, has settled certain ongoing litigation with certain of its shareholders. The settlement, among other things, provides the Parent, its officers and directors with a full and final release and resolves the litigation styled *Scott Martin, et al. v. Martin Resource Management Corporation, et al*, originally filed in the 215th Harris County Judicial District Court of Texas under Cause No. 2008-53948 (the "Harris County Litigation") for an undisclosed price. The settlement also resolves all of the other outstanding lawsuits between the parties to the Harris County Litigation.

Additionally, the Parent repurchased all of the outstanding shares of the Parent owned by (i) Scott D. Martin, (ii) KCM LLC, formerly KC-Martin, LLC and (iii) SKM Partnership, Ltd. for an undisclosed sum.

About Martin Midstream Partners L.P.

Martin Midstream Partners is a publicly traded limited partnership with a diverse set of operations focused primarily in the United States Gulf Coast region. The Partnership's primary business lines include: terminalling and storage services for petroleum products and by-products; NGL distribution services; and sulfur and sulfur-based products processing, manufacturing, marketing and distribution; marine transportation services for petroleum products and by-products. Additionally, the Partnership processes and packages naphthenic lubricating oils for specialty applications used in the automotive, energy, and petrochemical industries

Additional information concerning Martin Midstream is available on its website at www.martinmidstream.com.

About Martin Resource Management Corporation

Martin Resource Management Corporation (MRMC) through its various subsidiaries is an independent provider of marketing and distribution and transportation of hydrocarbon products and by-products including molten sulfur, sulfur-based derivatives, fuel oil, natural gas liquids (NGLs), asphalt, paper mill liquids, and other bulk tank liquids. In addition, the Company manufactures and markets processed sulfur products including fertilizer and emulsified sulfur. Additionally, the Company markets and distributes naphthenic lubricating oils for specialty applications used in the automotive, energy and petrochemical industries.