

MARTIN MIDSTREAM PARTNERS LP  
Form 8-K  
January 25, 2012

**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): January 25, 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)

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**4200 Stone Road**

**Kilgore, TX**

(Address of principal executive offices)

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

**75662**

(Zip code)

**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 January 25, 2012, Martin Midstream Partners L.P. (the Partnership ) closed its previously announced underwritten public offering of 2,300,000 of its common units representing limited partner interests ( Common Units ) at a price of \$36.15 per Common Unit before an underwriting discount of \$1.446 per Common Unit. Pursuant to the previously disclosed Underwriting Agreement, dated January 20, 2012, by and among the Partnership, the underwriters named therein and the other parties thereto, the Partnership granted the underwriters a 30-day option to purchase up to an additional 345,000 Common Units to cover any over-allotments in connection with the offering, which option was exercised by the underwriters on January 23, 2012. As a result, a total of 2,645,000 Common Units were sold in the offering.

This Current Report on Form 8-K does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering is being made only by means of a prospectus and related prospectus supplement.

**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: January 25, 2012

By: /s/ Robert D. Bondurant  
Robert D. Bondurant,

Executive Vice President and

Chief Financial Officer