

Buckeye GP Holdings L.P.  
Form 8-K  
November 02, 2009

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

Washington, D.C. 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): **November 2, 2009**

**Buckeye GP Holdings L.P.**

(Exact Name of Registrant Specified in Charter)

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

**001-32963**  
(Commission File  
Number)

**11-3776228**  
(I.R.S. Employer  
Identification No.)

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

**77046**  
(Zip Code)

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

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**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))
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**Item 2.02 Results of Operations and Financial Condition.**

On November 2, 2009, Buckeye GP Holdings L.P. ( BGH ) issued a press release announcing its third quarter 2009 financial results. The press release is being furnished with this Current Report on Form 8-K as Exhibit 99.1 and is hereby incorporated herein by reference.

The information provided in this Item 2.02 (including Exhibit 99.1) shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), nor shall it be incorporated by reference in any filing made by the Registrant pursuant to the Securities Act of 1933, as amended (the Securities Act ), other than to the extent that such filing incorporates by reference any or all of such information by express reference thereto.

**Item 7.01 Regulation FD Disclosure.**

During a conference call scheduled to be held at 11:00 a.m. Eastern time on November 2, 2009, BGH will discuss the pending purchase by Buckeye Partners, L.P. of certain refined petroleum product terminals and pipeline assets from ConocoPhillips that was announced on October 22, 2009. BGH owns 100% of Buckeye GP LLC, which is the general partner of Buckeye Partners, L.P. Attached as Exhibit 99.2 to this Current Report on Form 8-K is a copy of the slide show presentation to be used in connection with the conference call. The slide show presentation has also been posted on the Investor Center page of BHG s website at [www.buckeyegp.com](http://www.buckeyegp.com).

The information provided in this Item 7.01 (including Exhibit 99.2) shall not be deemed to be filed for the purposes of Section 18 of the Exchange Act nor shall it be incorporated by reference in any filing made by the Registrant pursuant to the Securities Act other than to the extent that such filing incorporates by reference any or all of such information by express reference thereto.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

99.1 Press release of Buckeye GP Holdings L.P. issued November 2, 2009.

99.2 Conference Call Slide Show.

**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 GP HOLDINGS L.P.**

By: MAINLINE MANAGEMENT LLC,  
its General Partner

By: WILLIAM H. SCHMIDT, JR.  
William H. Schmidt, Jr.  
Vice President, General Counsel and  
Secretary

Dated: November 2 2009

Exhibit Index

**Exhibit**

- 99.1 Press release of Buckeye GP Holdings L.P. issued November 2, 2009.
- 99.2 Conference Call Slide Show.