

MARTIN MIDSTREAM PARTNERS LP

Form 8-K

May 18, 2007

**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): May 18, 2007**

**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, TEXAS**

(Address of principal executive offices)

**75662**

(Zip code)

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

(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 7.01. Regulation FD Disclosure.**

On May 18, 2007, Martin Midstream Partners L.P. (the Partnership ) issued a press release announcing the completion of its previously announced public offering of 1,200,000 common units, at the purchase price of \$42.25 per unit, before underwriting discounts and offering expenses. Pursuant to the Underwriting Agreement, dated May 15, 2007, by and among the Partnership, A.G. Edwards & Sons, Inc. and the other parties thereto, the Partnership granted the underwriter an over-allotment option to purchase an additional 180,000 common units, which option has not yet been exercised. Any exercise of this over-allotment option must occur prior to June 15, 2007.

Neither this Current Report, nor the attached press release, 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 will be made only by means of a prospectus and related prospectus supplement.

A copy of the press release is furnished as an exhibit to this Current Report.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 and in the attached exhibit shall be deemed to be furnished and not be deemed to be filed for purposes of the Securities and Exchange Act of 1934, as amended (the Exchange Act ).

**Item 9.01. Exhibits.**

**(d) Exhibits**

In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached exhibit is deemed to be furnished and not be deemed to be filed for purposes of the Exchange Act.

EXHIBIT  
NUMBER

DESCRIPTION

99.1 Press release dated May 18, 2007.

**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: May 18, 2007

By: /s/ Robert D. Bondurant

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

**INDEX TO EXHIBITS**

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