

BUCKEYE PARTNERS, L.P.
Form 8-K
August 14, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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): **August 14, 2014 (August 11, 2014)**

Buckeye Partners, L.P.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

1-9356
(Commission File
Number)

23-2432497
(I.R.S. Employer
Identification No.)

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

77046
(Zip Code)

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

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 8.01. Other Events.

On August 11, 2014, Buckeye Partners, L.P. (Buckeye) entered into an underwriting agreement (the Underwriting Agreement) among Buckeye, Buckeye GP LLC and Barclays Capital Inc. (the Underwriter). The Underwriting Agreement relates to a follow-on equity offering (the Offering) of limited partnership units representing limited partner interests in Buckeye (the LP Units) and the purchase by the Underwriter of 2,990,000 of such LP Units, which includes an additional 390,000 LP Units purchased pursuant to an over-allotment option. The offering of the LP Units was registered under the Securities Act of 1933, as amended, pursuant to a shelf registration statement on Form S-3 (File No. 333-178097). Buckeye expects the transaction to close on August 15, 2014.

Buckeye intends to use the net proceeds from the Offering to reduce the indebtedness outstanding under its revolving credit facility and for general partnership purposes.

The Underwriting Agreement requires Buckeye to indemnify the Underwriter and certain of its affiliates against certain liabilities or to contribute to payments the Underwriter may be required to make because of such liabilities.

The disclosure contained in this Item 8.01 does not purport to be a complete description of the Underwriting Agreement and is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and is incorporated by reference into this Item 8.01.

Item 9.01.

Financial Statements and Exhibits.

(d)	Exhibits.
1.1	Underwriting Agreement dated as of August 11, 2014, among Buckeye Partners, L.P., Buckeye GP LLC and Barclays Capital Inc.
5.1	Opinion of Vinson & Elkins L.L.P. regarding the legality of the LP 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 Exhibits 5.1 and 8.1, respectively).

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 PARTNERS, L.P.

By: Buckeye GP LLC,
its General Partner

By: /s/ Todd J. Russo
Todd J. Russo
Senior Vice President, General Counsel and
Secretary

Dated August 14, 2014

Exhibit Index

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