

BUCKEYE PARTNERS L P  
Form 8-K  
March 30, 2009

**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): **March 26, 2009**

**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.)

**Five TEK Park**  
**9999 Hamilton Blvd.**  
**Breinigsville, Pennsylvania**  
(Address of Principal Executive Offices)

**18031**  
(Zip Code)

Registrant's telephone number, including area code: **(610) 904-4000**

**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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o 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 March 26, 2009, Buckeye Partners, L.P. (the Partnership ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Barclays Capital Inc., Citigroup Global Markets Inc., J.P. Morgan Securities Inc. and Wachovia Capital Markets, LLC, as representatives of the underwriters, (the Underwriters ), that provides for the issuance and sale by the Partnership, and the purchase by the Underwriters, of 2,600,000 limited partnership units of the Partnership. The Underwriters are offering the limited partnership units at an initial offering price to the public of \$36.25 per unit. The Underwriters have been granted an option to purchase up to 390,000 additional limited partnership units. The limited partnership units to be issued pursuant to the Underwriting Agreement are registered under the Securities Act of 1933, as amended (the Act ) pursuant to a shelf registration statement on Form S-3 (File No. 333-155522). The Partnership expects the transaction to close on or about March 31, 2009. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this report and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

- 1.1 Underwriting Agreement, dated as of March 26, 2009, among Barclays Capital Inc., Citigroup Global Markets Inc., J.P. Morgan Securities Inc. and Wachovia Capital Markets, LLC, as representatives of the Underwriters, Buckeye Partners, L.P. and Buckeye GP LLC.
- 5.1 Opinion of Vinson & Elkins L.L.P. as to the legality of the offered 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 Exhibit 5.1 and Exhibit 8.1).

**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/ William H. Schmidt, Jr.  
William H. Schmidt, Jr.  
Vice President, General Counsel and Secretary

Dated: March 30, 2009

---

**Exhibit Index**

**Exhibit**

- 1.1 Underwriting Agreement, dated as of March 26, 2009, among Barclays Capital Inc., Citigroup Global Markets Inc., J.P. Morgan Securities Inc. and Wachovia Capital Markets, LLC, as representatives of the Underwriters, Buckeye Partners, L.P. and Buckeye GP LLC.
  - 5.1 Opinion of Vinson & Elkins L.L.P. as to the legality of the offered 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 Exhibit 5.1 and Exhibit 8.1).
-