

STONEMOR PARTNERS LP  
Form S-8  
September 12, 2011

As filed with the Securities and Exchange Commission on September 12, 2011.

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**STONEMOR PARTNERS L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**80-0103159**  
(I.R.S. Employer  
Identification No.)

**311 Veterans Highway, Suite B**

**Levittown, PA**  
**(Address of Principal Executive Offices)**

**19056**  
**(Zip Code)**

**STONEMOR PARTNERS L.P.**

**LONG-TERM INCENTIVE PLAN**

**(Full title of the plan)**

**Lawrence Miller**

**President and Chief Executive Officer**

**StoneMor Partners L.P.**

**311 Veterans Highway, Suite B**

**Levittown, PA 19056**

**(215) 826-2800**

**(Name and address of agent for service; telephone number, including area code, of agent for service)**

*Copies to:*

**Frederick D. Lipman, Esquire**

**Yelena M. Barychev, Esquire**

**Blank Rome LLP**

**One Logan Square**

**130 North 18th Street**

**Philadelphia, PA 19103**

**(215) 569-5500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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(Check one):

Large accelerated filer

Non-accelerated filer  (do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
Common Units representing limited partner interests	500,000	\$28.9	\$14,450,000	\$1,677.65

- (1) Covers an aggregate of 500,000 common units representing limited partner interests ( Common Units ) authorized for issuance under the StoneMor Partners L.P. Long-Term Incentive Plan, as amended (the Plan ), and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), this registration statement also covers an indeterminate number of Common Units which, by reason of certain events specified in the Plan, may become issuable pursuant to the anti-dilution provision of the Plan.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h)(1) under the Securities Act based upon the average of the high and low prices per Common Unit as reported on The Nasdaq Stock Market LLC on September 8, 2011.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 (the "Registration Statement") is being filed by StoneMor Partners L.P. (the "Company") to register an additional 500,000 common units representing limited partner interests ("Common Units") in the Company to be issued pursuant to the StoneMor Partners L.P. Long-Term Incentive Plan, as amended (the "Plan"). These 500,000 Common Units are in addition to Common Units previously registered pursuant to the Company's Registration Statement on Form S-8 (File No. 333-143863) relating to the Plan filed with the Securities and Exchange Commission (the "Commission") on June 19, 2007 (the "Prior Registration Statement"). Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement are incorporated by reference into this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The following exhibits are filed as part of this Registration Statement or, where so indicated, have been previously filed and are incorporated herein by reference.

Exhibit	
Number	Description
4.1	StoneMor Partners L.P. Long-Term Incentive Plan, as amended (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed on June 4, 2010).*
5.1	Opinion of Blank Rome LLP.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Blank Rome LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the Signature Page).

\* Management compensation plan or arrangement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Levittown, Commonwealth of Pennsylvania, on September 12, 2011.

STONEMOR PARTNERS L.P.

By: STONEMOR GP LLC,  
its general partner

By: /s/ Lawrence Miller  
Lawrence Miller  
Chief Executive Officer, President and

Chairman of the Board

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Lawrence Miller and William R. Shane, his true and lawful attorneys-in-fact and agents with full power of substitution or resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documentation in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their respective substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and as of the date indicated.

Signature	Title	Date
/s/ Lawrence Miller Lawrence Miller  (Principal Executive Officer)	Chief Executive Officer, President  And Chairman of the Board	September 12, 2011
/s/ William R. Shane William R. Shane  (Principal Financial Officer)	Chief Financial Officer, Executive Vice President and Director	September 12, 2011
/s/ Paul Waimberg Paul Waimberg  (Principal Accounting Officer)	Vice President Finance and Corporate Development	September 12, 2011
/s/ Howard L. Carver Howard L. Carver	Director	September 12, 2011
/s/ Allen R. Freedman Allen R. Freedman	Director	September 12, 2011
/s/ Peter K. Grunebaum Peter K. Grunebaum	Director	September 12, 2011

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Signature	Title	Date
/s/ Robert B. Hellman, Jr. Robert B. Hellman, Jr.	Director	September 12, 2011
/s/ Martin R. Lautman, Ph.D Martin R. Lautman, Ph.D.	Director	September 12, 2011
/s/ Fenton R. Talbott Fenton R. Talbott	Director	September 12, 2011



**EXHIBIT INDEX**

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