

GLOBAL PARTNERS LP  
Form 8-K  
December 10, 2014

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

WASHINGTON, DC 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): **December 5, 2014**

**GLOBAL PARTNERS LP**

(Exact name of registrant as specified in its charter)

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

**001-32593**  
(Commission  
File Number)

**74-3140887**  
(IRS Employer  
Identification No.)

**P.O. Box 9161**  
**800 South Street**

**Waltham, Massachusetts 02454-9161**

(Address of Principal Executive Offices)

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(781) 894-8800

(Registrant's telephone number, including area code)

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:

- 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 1.01 Entry into a Material Definitive Agreement.**

On December 5, 2014, Global Partners LP, a Delaware limited partnership (the Partnership), Global Operating LLC, a Delaware limited liability company and subsidiary of the Partnership (Global Operating), and Global GP LLC, a Delaware limited liability company and the general partner of the Partnership (the General Partner), entered into an Underwriting Agreement (the Underwriting Agreement) with Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Wells Fargo Securities, LLC, J.P. Morgan Securities LLC, Deutsche Bank Securities Inc. and Raymond James & Associates, Inc., as representatives of the underwriters set forth in Schedule 1 to the Underwriting Agreement (collectively, the Underwriters), relating to the public offering of 3,565,000 common units representing limited partner interests in the Partnership (the Common Units) at a price to the public of \$40.24 per Common Unit (the Offering). Pursuant to the Underwriting Agreement, the Partnership also granted the Underwriters a 30-day option to purchase an additional 534,750 Common Units.

The Partnership expects the transaction to close on December 10, 2014, subject to customary closing conditions. The Partnership expects to receive net proceeds from the Offering of approximately \$137.7 million (after deducting underwriting discounts and estimated expenses). The Partnership expects to use the net proceeds from the Offering to reduce indebtedness outstanding under its revolving credit facility.

The Underwriters and their affiliates have engaged, and may in the future engage in, investment banking, commercial banking and advisory services for the Partnership and its affiliates from time to time in the ordinary course of business for which they have received, and expect to receive, customary fees and expenses. Affiliates of certain of the Underwriters are lenders under the Partnership's credit agreement and as such will receive a substantial portion of the net proceeds from the Offering.

The Common Units to be issued pursuant to the Underwriting Agreement are registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to the Partnership's shelf registration statement on Form S-3 (File No. 333-188982) filed with the Securities and Exchange Commission (the SEC) on May 31, 2013, which was declared effective by the SEC on June 28, 2013.

The Underwriting Agreement contains customary representations, warranties and agreements by the Partnership, Global Operating and the General Partner and customary conditions to closing, indemnification obligations of the Partnership, Global Operating, the General Partner and the Underwriters, including for liabilities under the Securities Act, other obligations of the parties and termination provisions. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibit

**Exhibit**

Number	Description
1.1	

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Underwriting Agreement, dated as of December 5, 2014, by and among Global Partners LP, Global GP LLC and Global Operating LLC and Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Wells Fargo Securities, LLC, J.P. Morgan Securities LLC, Deutsche Bank Securities Inc. and Raymond James & Associates, Inc., as representatives of the underwriters set forth in Schedule 1 to the Underwriting Agreement.

- 5.1 Opinion of Vinson & Elkins L.L.P. as to the legality of the offered Common 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).

**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 thereunto duly authorized.

**GLOBAL PARTNERS LP**

By: GLOBAL GP LLC  
its General Partner

Dated: December 10, 2014

By: /s/ Edward J. Faneuil  
Edward J. Faneuil  
Executive Vice President,  
General Counsel and Secretary

**EXHIBIT INDEX**

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