

GLOBAL PARTNERS LP  
Form 8-A12B  
August 07, 2018

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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**Global Partners LP**

(Exact Name of Registrant as Specified in its Charter)

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

**74-3140887**  
(I.R.S. Employer  
Identification No.)

**P.O. Box 9161, 800 South St.  
Waltham, Massachusetts 02454-9161**

(Address of principal executive offices and zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

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| Title of each class<br>to be so registered                                                                                      | Name of each exchange on which<br>each class is to be registered |
|---------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|
| 9.75% Series A Fixed-to-Floating Rate Cumulative Redeemable<br>Perpetual Preferred Units representing limited partner interests | The New York Stock Exchange                                      |

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box. ☒ X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box. ☐ O

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. ☐ O

Securities Act registration statement or Regulation A offering statement file number to which this form relates: **333-222549**

Securities to be registered pursuant to Section 12(g) of the Act: **None.**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the 9.75% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units (the "Series A Preferred Units") representing limited partner interests in Global Partners LP, a Delaware limited partnership (the "Registrant"), is set forth under the captions "Description of Series A Preferred Units" and "Material Tax Considerations" in the Registrant's prospectus supplement (the "Prospectus Supplement") dated July 31, 2018 and filed by the Registrant with the United States Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the Registrant's Registration Statement on Form S-3 (File No. 333-222549) and which descriptions are incorporated herein by reference. The summary descriptions of the Series A Preferred Units do not purport to be complete and are qualified in their entirety by reference to the exhibits, which are hereby incorporated herein and may be amended from time to time.

**Item 2. Exhibits.**

The following exhibits to this Registration Statement on Form 8-A are incorporated by reference from the documents specified which have been filed with the Securities and Exchange Commission.

| <b>Exhibit Number</b> | <b>Description</b>                                                                                                                                                                                                            |
|-----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                     | <u>Prospectus Supplement dated July 31, 2018, as filed on August 2, 2018 (incorporated herein by reference).</u>                                                                                                              |
| 2                     | <u>Registration Statement on Form S-3 (Registration No. 333-222549) filed on January 12, 2018 (incorporated herein by reference).</u>                                                                                         |
| 3                     | <u>Certificate of Limited Partnership of Global Partners LP (incorporated herein by reference to Exhibit 3.1 to the Registration Statement on Form S-1 filed on May 10, 2005).</u>                                            |
| 4                     | <u>Fourth Amended and Restated Agreement of Limited Partnership of Global Partners LP dated as of August 7, 2018 (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K filed August 7, 2018)</u> |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**GLOBAL PARTNERS LP**

By: GLOBAL GP LLC  
its General Partner

By: /s/ EDWARD J. FANEUIL  
Name: Edward J. Faneuil  
Title: *Executive Vice President and General Counsel*

Date: August 7, 2018

*[Signature Page to Form 8-A]*