

MAGELLAN MIDSTREAM PARTNERS LP
Form 8-K
October 15, 2004

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): October 7, 2004

Magellan Midstream Partners, L.P.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

1-16335
(Commission File Number)

73-1599053
(IRS Employer Identification No.)

P.O. Box 22186, Tulsa, Oklahoma
(Address of Principal Executive Offices)

74121-2186
(Zip Code)

Registrant's Telephone Number, Including Area Code: (918) 574-7000

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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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 13c-4(c) under the Exchange Act (17 CFR 240.13e-14(c))
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Item 8.01. Other Events.

On October 7, 2004, the Partnership entered into an underwriting agreement, which is attached hereto as Exhibit 1.1, with respect to the issuance and sale in an underwritten public offering (the Senior Notes Offering) by the Partnership of \$250.0 million aggregate principal amount of 5.65% Senior Notes due 2016 (the Senior Notes). The Senior Notes constitute a new series of debt securities under an indenture dated as of May 25, 2004 between the Partnership and SunTrust Bank, as trustee. The Senior Notes will be issued under a second supplement to the indenture setting forth the specific terms applicable to the Senior Notes dated as of October 15, 2004, which is attached hereto as Exhibit 4.1, between the Partnership and SunTrust Bank, as trustee. The Senior Notes to be sold in the Senior Notes Offering were registered under the Securities Act of 1933, as amended, pursuant to a shelf registration statement on Form S-3 (File No. 333-83952). The closing of the Senior Notes Offering occurred on October 15, 2004.

Item 9.01. Financial Statements and Exhibits.

Each exhibit identified below is filed as part of this report:

- Exhibit 1.1 Underwriting Agreement dated as of October 7, 2004 by and among the Partnership, the underwriters named therein and the other parties thereto relating to the Senior Notes Offering.
- Exhibit 4.1 Second Supplemental Indenture dated as of October 15, 2004 between the Partnership and SunTrust Bank, as trustee, relating to the Senior Notes Offering.
- Exhibit 5.1 Opinion of Vinson & Elkins L.L.P. as to the legality of the Senior Notes.
- Exhibit 12.1 Computation of ratio of earnings to fixed charges.
- Exhibit 23.1 Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).
- Exhibit 99.1 Press Release of the Partnership dated October 7, 2004 regarding the pricing of the Senior Notes Offering.

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 hereunto duly authorized.

Magellan Midstream Partners, L.P.

By: Magellan GP, LLC,
its General Partner

Date: October 15, 2004

By: /s/ Suzanne H. Costin

Name: Suzanne H. Costin
Title: Corporate Secretary

EXHIBIT INDEX

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