

MARTIN MIDSTREAM PARTNERS LP

Form 8-K

November 15, 2006

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): November 14, 2006

MARTIN MIDSTREAM PARTNERS L.P.

(Exact name of Registrant as specified in its charter)

DELAWARE

(State of incorporation
or organization)

000-50056

(Commission file number)

05-0527861

(I.R.S. employer identification
number)

**4200 STONE ROAD
KILGORE, TEXAS**

(Address of principal executive offices)

75662

(Zip code)

Registrant's telephone number, including area code: (903) 983-6200

(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):

- 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 3.02. Unregistered Sales of Equity Securities.

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Item 3.02. Unregistered Sales of Equity Securities.

On November 14, 2006, Martin Midstream Partners L.P. (the Partnership) paid to the holders of its common and subordinated units a cash distribution of \$0.61 per unit for the third quarter of 2006. Immediately following payment of this cash distribution, 850,672 of the Partnership's subordinated units held by Martin Product Sales LLC, Martin Resource LLC and Midstream Fuel Service LLC were automatically converted on a one-for-one basis into 850,672 common units of the Partnership. The conversion occurred pursuant to the terms of the Partnership's Amended and Restated Agreement of Limited Partnership (the Partnership Agreement) as a result of the Partnership's achievement of certain financial goals set forth in the Partnership Agreement. In accordance with the Partnership Agreement, the converted subordinated units are to be allocated among the existing holders of the subordinated units on a pro rata basis based on the number of subordinated units held by each such holder. The common units into which the subordinated units have been converted are being issued in reliance on Section 3(a)(9) of the Securities Act of 1933, as amended.

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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.

MARTIN MIDSTREAM PARTNERS L.P.

By: Martin Midstream GP LLC,
Its General Partner

Date: November 15, 2006

By: /s/ Robert D. Bondurant
Robert D. Bondurant,
Executive Vice President and
Chief Financial Officer

d> 178 A \$ 5.49 1,153,704 I See footnote ⁽³⁾ Common Stock, par value \$0.001 per share 11/21/2008 P⁽¹⁾ 15 A \$ 5.42 1,153,719 I See footnote ⁽³⁾ Common Stock, par value \$0.001 per share 11/21/2008 P⁽¹⁾ 10 A \$ 5.36 1,153,729 I See footnote ⁽³⁾ Common Stock, par value \$0.001 per share 11/21/2008 P⁽¹⁾ 15 A \$ 5.35 1,153,744 I See footnote ⁽³⁾ Common Stock, par value \$0.001 per share 11/21/2008 P⁽¹⁾ 110 A \$ 5.25 1,153,854 I See footnote ⁽³⁾ Common Stock, par value \$0.001 per share 11/21/2008 P⁽¹⁾ 5 A \$ 5.2 1,153,859 I See footnote ⁽³⁾ Common Stock, par value \$0.001 per share 11/21/2008 P⁽¹⁾ 20 A \$ 4.99 1,153,879 I See footnote ⁽³⁾ Common Stock, par value \$0.001 per share 11/21/2008 P⁽¹⁾ 128 A \$ 4.98 1,154,007 I See footnote ⁽³⁾ Common Stock, par value \$0.001 per share 11/24/2008 P⁽¹⁾ 150 A \$ 6.02 1,154,157 I See footnote ⁽³⁾ Common Stock, par value \$0.001 per share 11/24/2008 P⁽¹⁾ 100 A \$ 6.01 1,154,257 I See footnote ⁽³⁾ Common Stock, par value \$0.001 per share 11/24/2008 P⁽¹⁾ 30 A \$ 5.95 1,154,287 I See footnote ⁽³⁾ Common Stock, par value \$0.001 per share 11/24/2008 P⁽¹⁾ 191 A \$ 5.9 1,154,478 I See footnote ⁽³⁾ Common Stock, par value \$0.001 per share 11/24/2008 P⁽¹⁾ 60 A \$ 5.85 1,154,538 I See footnote ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)

Number
of
Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Talwar Vikram C/O EXLSERVICE HOLDINGS, INC. 350 PARK AVENUE NEW YORK, NY 10022	X		Executive Chairman	

Signatures

/s/ Lazbart Oseni,
Attorney-in-Fact

11/25/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This purchase was made pursuant to a 10b5-1 plan previously entered into by the Talwar 1994 Trust (the "Trust").
Reflects a transfer of 150,000 shares from the Trust to the Vikram Talwar 2008 GRAT on June 10, 2008, a transfer of 57,329 shares to
- (2) the Trust from the Vikram Talwar 2004 GRAT on March 25, 2008, and a transfer of 52,984 shares to the Trust from the Vikram Talwar 2007 GRAT on March 28, 2008.
- (3) Owned by the Trust.

Remarks:

Mr. Oseni is the Company's Head of Administration and Accounts.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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