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GENESIS ENERGY LP  
Form 8-K  
October 13, 2005

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): October 11, 2005

GENESIS ENERGY, L.P.  
(Exact name of registrant as specified in its charter)

|                                                                   |                             |                                         |
|-------------------------------------------------------------------|-----------------------------|-----------------------------------------|
| Delaware                                                          | 1-12295                     | 76-0513049                              |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |

|                                          |            |
|------------------------------------------|------------|
| 500 Dallas, Suite 2500, Houston, Texas   | 77002      |
| (Address of principal executive offices) | (Zip Code) |

(713) 860-2500 (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 October 11, 2005, Genesis Energy, L.P. ("GELP") entered into a Second Production Payment Purchase and Sale Agreement with Denbury Onshore, LLC ("Denbury"), a wholly-owned subsidiary of Denbury Resources, Inc. Under the terms of this agreement, GELP acquired a third carbon dioxide (CO2) volumetric production payment of 80.0 billion cubic feet (Bcf) of CO2 for approximately \$14.4 million. Denbury assigned to GELP two wholesale CO2 marketing agreements with third parties. In addition, Denbury and GELP executed a Third Carbon Dioxide Transportation Agreement, providing for the transportation of the CO2 by Denbury to the third parties.

Genesis Energy, Inc., the general partner of GELP, is a wholly-owned subsidiary of Denbury Resources, Inc.

GELP issued the attached press release dated October 12, 2005, as set forth in Exhibit 99.1 attached hereto.

### Item 9.01. Financial Statements and Exhibits

#### (c) Exhibits

The following materials are filed as exhibits to this Current Report on Form 8-K.

#### Exhibit.

- |      |                                                                                                                                          |
|------|------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | Copy of Genesis Energy, L.P.'s press release dated October 12, 2005.                                                                     |
| 99.2 | Third Production Payment Purchase and Sale Agreement between Denbury Onshore, LLC and Genesis Crude Oil, L.P. executed October 11, 2005. |
| 99.3 | Third Carbon Dioxide Transportation Agreement between Denbury Onshore, LLC and Genesis Crude Oil, L.P.                                   |

#### 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.

GENESIS ENERGY, L.P.  
(A Delaware Limited Partnership)

By: GENESIS ENERGY, INC., as  
General Partner

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Date: October 13, 2005

By: /s/ ROSS A. BENAVIDES

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Ross A. Benavides  
Chief Financial Officer