

GENESIS ENERGY LP
Form SC 13G/A
February 14, 2008

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response...10.4

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

GENESIS ENERGY, L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

371927

(CUSIP Number)

December 10, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 371927

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1 NAMES OF REPORTING PERSONS
Denbury Resources Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF (1)

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY (1)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON (1)

8 SHARED DISPOSITIVE POWER
WITH: (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,829,055⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.4%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 371927

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1 NAMES OF REPORTING PERSONS
Denbury Gathering & Marketing, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF (1)

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY (1)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON (1)

8 SHARED DISPOSITIVE POWER
WITH: (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,829,055⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.4%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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1 NAMES OF REPORTING PERSONS
Genesis Energy, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	5	SOLE VOTING POWER
NUMBER OF		2,829,055

SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
		-0-

EACH REPORTING PERSON	7	SOLE DISPOSITIVE POWER
		2,829,055

WITH:	8	SHARED DISPOSITIVE POWER
		-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,829,055

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.4%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) The common units are directly beneficially owned by Genesis Energy, Inc., which has sole voting and investment power with respect to the common units. Genesis Energy, Inc. is a wholly-owned subsidiary of Denbury Gathering & Marketing, Inc., which in turn is a wholly-owned subsidiary of Denbury Resources Inc.

(2) Based on 38,253,264 common units of the Issuer issued and outstanding as of December 10, 2007, as disclosed to Genesis Energy, Inc. by the Issuer.

Item 1(a) Name of Issuer:

Genesis Energy, L.P.

Item 1(b) Address of Issuer's Principal Executive Offices:

500 Dallas, Suite 2500
Houston, Texas 77002

Item 2(a) Name of Person Filing:

Denbury Resources Inc.
Denbury Gathering & Marketing, Inc.
Genesis Energy, Inc.

Item 2(b) Address of Principal Business Office or, if None, Residence:

Genesis Energy, Inc.	500 Dallas, Suite 2500 Houston, Texas 77002
Denbury Gathering & Marketing, Inc.	5100 Tennyson Parkway, Suite 1200 Plano, Texas 75024
Denbury Resources Inc.	5100 Tennyson Parkway, Suite 1200 Plano, Texas 75024

Item 2(c) Citizenship:

Genesis Energy, Inc.	Delaware
Denbury Gathering & Marketing, Inc.	Delaware
Denbury Resources Inc.	Delaware

Item 2(d) Title of Class of Securities: Common Units

Item 2(e) CUSIP Number: 371927

Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Schedule 13G/A

This Amendment No. 1 (Amendment) to Schedule 13G is being filed on behalf of Genesis Energy, Inc., Denbury Gathering & Marketing, Inc. and Denbury Resources Inc. (collectively, the Reporting Persons) relating to common units representing limited partner interests (the Common Units) of Genesis Energy, L.P., a Delaware limited partnership (the Issuer) beneficially owned by the Reporting Persons.

This Amendment is being filed to amend and restate Item 4 as follows:

Item 4 Ownership.

(a) Amount beneficially owned:

2,829,055 Common Units

(b) Percent of Class:

7.4%

(c) Number of Shares as to Which the Person Has:

(i) sole power to vote or to direct the vote:

Denbury Resources Inc.	*
Denbury Gathering & Marketing, Inc.	*
Genesis Energy, Inc.	2,829,055*

(ii) shared power to vote or to direct the vote:

Denbury Resources Inc.	0
Denbury Gathering & Marketing, Inc.	0
Genesis Energy, Inc.	0

(iii) sole power to dispose or to direct the disposition of:

Denbury Resources Inc.	*
Denbury Gathering & Marketing, Inc.	*
Genesis Energy, Inc.	2,829,055*

(iv) shared power to dispose or to direct the disposition of:

Denbury Resources Inc.	0
Denbury Gathering & Marketing, Inc.	0
Genesis Energy, Inc.	0

* The common units are directly beneficially owned by Genesis Energy, Inc., which has sole voting and investment power with respect to the common units. Genesis Energy, Inc. is a wholly-owned subsidiary of Denbury Gathering & Marketing, Inc., which in turn is a wholly-owned subsidiary of Denbury Resources Inc.

Item 5 Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable

Item 8 Identification and Classification of Members of the Group.

Not Applicable

Item 9 Notice of Dissolution of Group.

Not Applicable

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2008

DENBURY RESOURCES INC.

By: /s/ Phil Rykhoek
Name: Phil Rykhoek
Title: Senior Vice President and Chief
Financial Officer

DENBURY GATHERING & MARKETING,
INC.

By: /s/ Phil Rykhoek
Name: Phil Rykhoek
Title: Senior Vice President and Chief
Financial Officer

GENESIS ENERGY, INC.

By: /s/ Karen Pape
Name: Karen Pape
Title: Senior Vice President