

MARTIN MIDSTREAM PARTNERS LP  
Form 8-K/A  
January 19, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K/A  
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 25, 2009  
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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**Explanatory Note**

This Current Report on Form 8-K/A (this Amended Report ) is filed as an amendment to the Current Report on Form 8-K (the Original Report ) that Martin Midstream Partners L.P. (the Partnership ) filed with the Securities and Exchange Commission on December 1, 2009. The purpose of this Amended Report is to correct a minor clerical error, whereby a draft version of the Second Amended and Restated Agreement of Limited Partnership of the Partnership, dated as of November 25, 2009 (the Partnership Agreement ), was filed as Exhibit 10.5 to the Original Report. The correct version of the Partnership Agreement is attached hereto as Exhibit 10.1 and contains only minor changes. Despite the clerical error, the description of the amended terms of the Partnership Agreement set forth in Item 5.03 of the Original Report continue to be correct.

This Amended Report is not intended to otherwise revise or update any of the information disclosed in the Original Report. This Amended Report continues to speak as of the date of the Original Report and is not intended to, nor does it, reflect events that have occurred since the filing of the Original Report.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

EXHIBIT NUMBER	DESCRIPTION
10.1	Second Amended and Restated Agreement of Limited Partnership of the Partnership, dated as of November 25, 2009.

**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: January 19, 2009

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

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**INDEX TO EXHIBITS**

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DESCRIPTION

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