

MARTIN MIDSTREAM PARTNERS LP  
Form 8-K  
August 17, 2010

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): August 17, 2010 (August 17, 2010)

**MARTIN MIDSTREAM PARTNERS L.P.**  
(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other Jurisdiction of  
Incorporation)

**000-50056**

(Commission File Number)

**05-0527861**

(IRS Employer Identification No.)

**4200 Stone Road**

**Kilgore, TX**

(Address of Principal Executive Offices)

**75662**

(Zip Code)

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

**Not Applicable**

(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:

- 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))

**Item 8.01. Other Events.**

On August 17, 2010, Martin Midstream Partners L.P. (the Partnership ) closed its previously announced underwritten public offering of 1,000,000 of its common units ( Common Units ) at a price of \$29.13 per Common Unit before an underwriting discount of \$1.06 per Common Unit. Pursuant to the previously disclosed Underwriting Agreement, dated August 11, 2010, by and among the Partnership, RBC Capital Markets Corporation, and the other parties thereto, the Partnership granted the underwriters a 30-day option to purchase up to an additional 150,000 Common Units to cover any over-allotments in connection with the offering, which option has not yet been exercised.

This Current Report on Form 8-K does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering is being made only by means of a prospectus and related prospectus supplement.

**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: August 17, 2010

By: /s/ Robert D. Bondurant

Robert D. Bondurant,  
Executive Vice President and  
Chief Financial Officer