

GENESIS ENERGY LP
Form SC 13D
January 07, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Genesis Energy, L.P.
(Name of issuer)

Common Units **Class A representing limited partnership interests**
(Title of class of securities)

371927104
(CUSIP number)

Steve Putman

Quintana Capital Group, L.P.

Edgar Filing: GENESIS ENERGY LP - Form SC 13D

601 Jefferson Street, Suite 3600

Houston, Texas 77002

(713) 751-7527

(Name, address and telephone number of person authorized to receive notices and communications)

December 28, 2010

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page. The information required on 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 (the 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. 371927104

1 Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Q GEI Holdings, LLC

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Source of funds*

OO

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power:

shares

beneficially 7,083,865 (1)

owned by 8 Shared voting power:

each

reporting 0
9 Sole dispositive power:

person

with

7,083,865 (1)
10 Shared dispositive power:

0

11 Aggregate amount beneficially owned by each reporting person

7,083,865 (1)

12 Check box if the aggregate amount in Row (11) excludes certain shares* x

13 Percent of class represented by amount in Row (11)

11.0% (1)(2)

14 Type of reporting person*

OO

- (1) Includes Class A Units issuable upon conversion of Class B Units (as further described below), but does not include Class A Units issuable upon conversion of Waiver Units issued pursuant to the Merger Agreement (described below).
- (2) Approximate figure based upon 64,596,381 Class A Units (defined below) outstanding as of December 28, 2010 (including 19,814,373 Class A Units issued pursuant to the Merger Agreement and 21,316 Class A Units issuable upon conversion of Class B Units issued pursuant to the Merger Agreement). This figure excludes Class A Units issuable upon conversion of Class B Units attributable to other entities and 6,999,968 Class A Units issuable upon conversion of Waiver Units (described below) issued pursuant to the Merger Agreement.

CUSIP No. 371927104

1 Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Quintana Energy Partners II, L.P.

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Source of funds*

OO

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Cayman Islands

Number of 7 Sole voting power:

shares

beneficially 2,503,680 (1)

owned by 8 Shared voting power:

each

reporting 0
9 Sole dispositive power:

person

with

2,503,680 (1)
10 Shared dispositive power:

0

11 Aggregate amount beneficially owned by each reporting person

2,503,680 (1)

12 Check box if the aggregate amount in Row (11) excludes certain shares* x

13 Percent of class represented by amount in Row (11)

3.9% (1)(2)

14 Type of reporting person*

PN

- (1) Includes Class A Units issuable upon conversion of Class B Units (as further described below), but does not include Class A Units issuable upon conversion of Waiver Units issued pursuant to the Merger Agreement (described below).
- (2) Approximate figure based upon 64,582,599 Class A Units (defined below) outstanding as of December 28, 2010 (including 19,814,373 Class A Units issued pursuant to the Merger Agreement and 7,534 Class A Units issuable upon conversion of Class B Units issued pursuant to the Merger Agreement). This figure excludes Class A Units issuable upon conversion of Class B Units attributable to other entities and 6,999,968 Class A Units issuable upon conversion of Waiver Units (described below) issued pursuant to the Merger Agreement.

CUSIP No. 371927104

1 Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

QEP II Genesis TE Holdco, LP

2 Check the appropriate box if a member of a group*

(a) (b)

3 SEC use only

4 Source of funds*

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power:

shares

beneficially 294,359 (1)

owned by 8 Shared voting power:

each

reporting 0 9 Sole dispositive power:

person

with

294,359 (1)
10 Shared dispositive power:

0

11 Aggregate amount beneficially owned by each reporting person

294,359 (1)

12 Check box if the aggregate amount in Row (11) excludes certain shares* x

13 Percent of class represented by amount in Row (11)

0.5% (1)(2)

14 Type of reporting person*

PN

- (1) Includes Class A Units issuable upon conversion of Class B Units (as further described below), but does not include Class A Units issuable upon conversion of Waiver Units issued pursuant to the Merger Agreement (described below).
- (2) Approximate figure based upon 64,575,950 Class A Units (defined below) outstanding as of December 28, 2010 (including 19,814,373 Class A Units issued pursuant to the Merger Agreement and 885 Class A Units issuable upon conversion of Class B Units issued pursuant to the Merger Agreement). This figure excludes Class A Units issuable upon conversion of Class B Units attributable to other entities and 6,999,968 Class A Units issuable upon conversion of Waiver Units (described below) issued pursuant to the Merger Agreement.

CUSIP No. 371927104

1 Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

QEP Management Co., L.P.

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Source of funds*

OO

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power:

shares

beneficially 0

owned by 8 Shared voting power:

each

reporting 2,798,039 (1)

person 9 Sole dispositive power:

with

0
10 Shared dispositive power:

Edgar Filing: GENESIS ENERGY LP - Form SC 13D

2,798,039 (1)

11 Aggregate amount beneficially owned by each reporting person

2,798,039 (1)(2)

12 Check box if the aggregate amount in Row (11) excludes certain shares* x

13 Percent of class represented by amount in Row (11)

4.3% (1)(2)

14 Type of reporting person*

PN

- (1) Solely in its capacity as a provider of management services (including voting and dispositive power over the units) to Quintana Energy Partners II, L.P. and QEP II Genesis TE Holdco, LP. Includes Class A Units issuable upon conversion of Class B Units (as further described below), but does not include Class A Units issuable upon conversion of Waiver Units issued pursuant to the Merger Agreement (described below).
- (2) Approximate figure based upon 64,583,484 Class A Units (defined below) outstanding as of December 28, 2010 (including 19,814,373 Class A Units issued pursuant to the Merger Agreement and 8,419 Class A Units issuable upon conversion of Class B Units issued pursuant to the Merger Agreement). This figure excludes Class A Units issuable upon conversion of Class B Units attributable to entities other than Quintana Energy Partners II, L.P. and QEP II Genesis TE Holdco, LP and 6,999,968 Class A Units issuable upon conversion of Waiver Units (described below) issued pursuant to the Merger Agreement.

CUSIP No. 371927104

1 Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

QEP Management Co. GP, LLC

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Source of funds*

OO

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power:

shares

beneficially 0

owned by 8 Shared voting power:

each

reporting 2,798,039 (1)

person 9 Sole dispositive power:

with

0
10 Shared dispositive power:

Edgar Filing: GENESIS ENERGY LP - Form SC 13D

2,798,039 (1)

11 Aggregate amount beneficially owned by each reporting person

2,798,039 (1)(2)

12 Check box if the aggregate amount in Row (11) excludes certain shares* x

13 Percent of class represented by amount in Row (11)

4.3% (1)(2)

14 Type of reporting person*

OO

- (1) Solely in its capacity as the general partner of QEP Management Co., L.P. Includes Class A Units issuable upon conversion of Class B Units (as further described below), but does not include Class A Units issuable upon conversion of Waiver Units issued pursuant to the Merger Agreement (described below).
- (2) Approximate figure based upon 64,583,484 Class A Units (defined below) outstanding as of December 28, 2010 (including 19,814,373 Class A Units issued pursuant to the Merger Agreement and 8,419 Class A Units issuable upon conversion of Class B Units issued pursuant to the Merger Agreement). This figure excludes Class A Units issuable upon conversion of Class B Units attributable to entities other than Quintana Energy Partners II, L.P. and QEP II Genesis TE Holdco, LP and 6,999,968 Class A Units issuable upon conversion of Waiver Units (described below) issued pursuant to the Merger Agreement.

CUSIP No. 371927104

1 Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Quintana Capital Group II, L.P.

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Source of funds*

OO

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Cayman Islands

Number of 7 Sole voting power:

shares

beneficially 0

owned by 8 Shared voting power:

each

reporting 2,798,039 (1)

person 9 Sole dispositive power:

with

0
10 Shared dispositive power:

2,798,039 (1)

11 Aggregate amount beneficially owned by each reporting person

2,798,039 (1)(2)

12 Check box if the aggregate amount in Row (11) excludes certain shares* x

13 Percent of class represented by amount in Row (11)

4.3% (1)(2)

14 Type of reporting person*

PN

- (1) Solely in its capacity as the general partner of Quintana Energy Partners II, L.P. and QEP II Genesis TE Holdco, LP. Includes Class A Units issuable upon conversion of Class B Units (as further described below), but does not include Class A Units issuable upon conversion of Waiver Units issued pursuant to the Merger Agreement (described below).
- (2) Approximate figure based upon 64,583,484 Class A Units (defined below) outstanding as of December 28, 2010 (including 19,814,373 Class A Units issued pursuant to the Merger Agreement and 8,419 Class A Units issuable upon conversion of Class B Units issued pursuant to the Merger Agreement). This figure excludes Class A Units issuable upon conversion of Class B Units attributable to entities other than Quintana Energy Partners II, L.P. and QEP II Genesis TE Holdco, LP and 6,999,968 Class A Units issuable upon conversion of Waiver Units (described below) issued pursuant to the Merger Agreement.

CUSIP No. 371927104

1 Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Quintana Capital Group GP, Ltd.

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Source of funds*

OO

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Cayman Islands

Number of 7 Sole voting power:

shares

beneficially 0

owned by 8 Shared voting power:

each

reporting 2,798,039 (1)

person 9 Sole dispositive power:

with

0
10 Shared dispositive power:

Edgar Filing: GENESIS ENERGY LP - Form SC 13D

2,798,039 (1)

11 Aggregate amount beneficially owned by each reporting person

2,798,039 (1)(2)

12 Check box if the aggregate amount in Row (11) excludes certain shares* x

13 Percent of class represented by amount in Row (11)

4.3% (1)(2)

14 Type of reporting person*

OO

- (1) Solely in its capacity as the general partner of Quintana Capital Group II, L.P. Includes Class A Units issuable upon conversion of Class B Units (as further described below), but does not include Class A Units issuable upon conversion of Waiver Units issued pursuant to the Merger Agreement (described below).
- (2) Approximate figure based upon 64,583,484 Class A Units (defined below) outstanding as of December 28, 2010 (including 19,814,373 Class A Units issued pursuant to the Merger Agreement and 8,419 Class A Units issuable upon conversion of Class B Units issued pursuant to the Merger Agreement). This figure excludes Class A Units issuable upon conversion of Class B Units attributable to entities other than Quintana Energy Partners II, L.P. and QEP II Genesis TE Holdco, LP and 6,999,968 Class A Units issuable upon conversion of Waiver Units (described below) issued pursuant to the Merger Agreement.

Item 1. Security and Issuer

This Schedule 13D relates to common units representing limited partner interests in Genesis Energy, L.P. (*Genesis*) defined in the Fifth Amended and Restated Agreement of Limited Partnership of Genesis, dated December 28, 2010 (the *Partnership Agreement*), as Common Units Class A (*Class A Units*) and, collectively with the Common Units Class B (*Class B Units*), the *Common Units*). Genesis is a Delaware limited partnership with its principal offices located at 919 Milam, Suite 2100, Houston, Texas 77002.

Item 2. Identity and Background

(a)-(c) This Schedule 13D is filed jointly, pursuant to a Joint Filing Agreement attached hereto as Exhibit 1, by the following entities (collectively, the *Reporting Persons*):

1. Q GEI Holdings, LLC, a Delaware limited liability company (*Q GEI*), whose principal business is to hold interests in Genesis for investment purposes;
2. Quintana Energy Partners II, L.P., a Cayman Islands limited partnership (*QEP II*), whose principal business is to acquire, hold and dispose of investments in various entities;
3. QEP II Genesis TE Holdco, LP, a Delaware limited partnership (*QEP Genesis*) and, together with QGEI and QEP II, the *Quintana Holders*), whose principal business is to hold interests in Genesis for investment purposes;
4. QEP Management Co., L.P., a Delaware limited partnership (*Management Co*), whose principal business is to serve as investment advisor and provide management services to certain investment fund entities, including QEP II and QEP Genesis;
5. QEP Management Co. GP, LLC, a Delaware limited liability company (*Management Co GP*) and, together with Management Co, the *Management Entities*), whose principal business is to serve as, and perform the functions of, the general partner of Management Co;
6. Quintana Capital Group II, L.P., a Cayman Islands limited partnership (*QCG II*), whose principal business is to serve as, and perform the functions of, the general partner of certain investment fund entities, including the QEP II and QEP Genesis; and
7. Quintana Capital Group GP, Ltd., a Cayman Islands company (*QCG GP*) and, together with the Management Entities and QCG II, the *Managing Entities*), whose principal business is to serve as, and perform the functions of, the general partner of QCG II.

Attached hereto as Schedule A is a listing of the directors, executive officers, controlling members and general partners (to the extent not set forth above), as applicable, of each Reporting Person (collectively, the *Covered Persons*), and is incorporated herein by reference. None of QEP II, QEP Genesis, Management Co and QCG II has executive officers or directors and each is controlled by their respective controlling entities as described above.

The principal business and office address of each of the Reporting Persons and Covered Persons is 601 Jefferson Street, Suite 3600, Houston, Texas 77002.

(d) During the last five years, none of the Reporting Persons and Covered Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

Edgar Filing: GENESIS ENERGY LP - Form SC 13D

(e) During the last five years, none of the Reporting Persons and Covered Persons was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Except as otherwise set forth in Schedule A, each of the Covered Persons is a United States citizen.

Item 3. Source and Amount of Funds or Other Consideration

Each of the Reporting Parties acquired their Common Units on December 28, 2010 as consideration for the units held by Q GEI, QEP II and QEP Genesis in the General Partner (defined below) pursuant to the Merger Agreement and the transactions contemplated thereby (described in Item 4 below).

Item 4. Purpose of Transaction

(a) See (b) below.

(b) On December 28, 2010, Genesis, Genesis Energy, LLC, the general partner of Genesis (the **General Partner**), and Genesis Acquisition, LLC, a wholly owned subsidiary of Genesis (**Merger Sub**), entered into the Agreement and Plan of Merger, dated as of December 28, 2010 (the **Merger Agreement**), whereby Merger Sub merged with and into the General Partner, with the General Partner as the surviving entity (the **Merger**). Pursuant to the Merger Agreement, former unitholders (**GP Unitholders**) of units in the General Partner (**GP Units**) became entitled to receive in consideration for their GP Units approximately 27,000,000 units in Genesis, consisting of: (i) approximately 19,960,000 Class A Units, (ii) 40,000 Class B Units convertible into Class A Units and (iii) approximately 7,000,000 units designated Waiver Units convertible into Class A Units (collectively, the **Waiver Units** and, together with the Class A Units and the Class B Units, the **Genesis Units**). In consideration for their GP Units, the Quintana Holders received the following Genesis Units: Q GEI received (i) 7,062,549 Class A Units, (ii) 21,316 Class B Units and (iii) 2,479,352 Waive