

MARTIN MIDSTREAM PARTNERS LP
Form 8-K
May 22, 2008

**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): May 22, 2008
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))
-

Item 2.02. Results of Operations and Financial Condition.

Item 7.01. Regulation FD Disclosure.

On May 22, 2008, Ruben S. Martin, President and Chief Executive Officer of the general partner of Martin Midstream Partners L.P. (the Partnership), made a presentation concerning the Partnership's performance and growth strategies at the 2008 Master Limited Partnership Investor Conference held in New York City on May 21-22, 2008. The Partnership's presentation at the conference was webcast live with an accompanying slideshow on the Partnership's website. Attached as Exhibit 99.1 are the slides utilized during that presentation and available on the Partnership's website.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item and in the attached Exhibit shall be deemed to be furnished and not be deemed to be filed for purposes the Securities and Exchange Act of 1934, as amended (the Exchange Act).

Statements about the Partnership's outlook and all other statements contained in the Exhibit other than historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements and all references to financial estimates rely on a number of assumptions concerning future events and are subject to a number of uncertainties and other factors, many of which are outside its control, which could cause actual results to differ materially from such statements. While the Partnership believes that the assumptions concerning future events are reasonable, it cautions that there are inherent difficulties in anticipating or predicting certain important factors. A discussion of these factors, including risks and uncertainties, is set forth in the Partnership's annual and quarterly reports filed from time to time with the Securities and Exchange Commission. The Partnership disclaims any intention or obligation to revise any forward-looking statements, including financial estimates, whether as a result of new information, future events, or otherwise.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit is deemed to be furnished and not be deemed to be filed for purposes of the Exchange Act.

EXHIBIT
NUMBER

DESCRIPTION

| | |
|------|--|
| 99.1 | Slide presentation appearing on the Partnership's website in connection with a presentation by the Partnership concerning the Partnership's performance and growth strategies at the 2008 Master Limited Partnership Investor Conference held in New York City on May 21-22, 2008. |
|------|--|

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: May 22, 2008

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

3

INDEX TO EXHIBITS

EXHIBIT
NUMBER

DESCRIPTION

99.1 Slide presentation appearing on the Partnership's website in connection with a presentation by the Partnership concerning the Partnership's performance and growth strategies at the 2008 Master Limited Partnership Investor Conference held in New York City on May 21-22, 2008.

4