
**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): December 10, 2020

GENESIS ENERGY, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-12295
(Commission
File Number)

76-0513049
(I.R.S. Employer
Identification No.)

919 Milam, Suite 2100, Houston, Texas
(Address of principal executive offices)

77002
(Zip Code)

(713) 860-2500
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------|----------------------|--|
| Common Units | GEL | NYSE |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On December 10, 2020, Genesis Energy, L.P. (“**Genesis**”) issued a press release announcing the commencement of a cash tender offer for any and all of the \$389,642,000 aggregate principal amount outstanding of the 6.000% senior notes due 2023 issued by Genesis and Genesis Energy Finance Corporation, as co-issuer. The tender offer is subject to the terms and conditions set forth in the Offer to Purchase, dated December 10, 2020, and the related Letter of Transmittal and Notice of Guaranteed Delivery. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information in Item 7.01 and the press release is deemed to be “furnished” and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or otherwise subject to the liabilities of that section, nor shall such information and the Exhibit be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|---|
| 99.1 | Press release dated December 10, 2020. |
| 104 | Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document). |

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.

GENESIS ENERGY, L.P.
(A Delaware Limited Partnership)

By: GENESIS ENERGY, LLC, as General Partner

Date: December 10, 2020

By: /s/ Robert V. Deere
Robert V. Deere
Chief Financial Officer

Genesis Energy, L.P. Announces Tender Offer for Any and All of Aggregate Principal Amount of Its 6.000% Senior Notes Due 2023

HOUSTON — (BUSINESS WIRE) — Genesis Energy, L.P. (NYSE: GEL) today announced the commencement of a cash tender offer to purchase any and all of the outstanding aggregate principal amount of the 6.000% senior unsecured notes due 2023 that we co-issued with our subsidiary, Genesis Energy Finance Corporation. As of December 10, 2020, \$389,642,000 aggregate principal amount of the notes were outstanding. The tender offer is being made pursuant to an offer to purchase and a related letter of transmittal, each dated as of December 10, 2020, and notice of guaranteed delivery. The tender offer will expire at 5:00 p.m., New York City time, on December 16, 2020, unless extended (the “Expiration Time”). Settlement is expected to occur on December 17, 2020.

Holders of notes that are validly tendered and accepted at or prior to the Expiration Time will receive in cash the total consideration of \$1,018.40 per \$1,000 principal amount of notes, plus any accrued and unpaid interest up to, but not including, the settlement date.

The tender offer is contingent upon, among other things, our successful completion of one or more debt financing transactions, including potential debt securities offerings, in an amount sufficient to fund the purchase of validly tendered notes accepted for purchase in the tender offer and to pay all fees and expenses associated with such financing and the tender offer. The tender offer is not conditioned on any minimum amount of notes being tendered. We may amend, extend or terminate the tender offer in our sole discretion.

Tendered notes may be withdrawn at any time prior to the Expiration Time. This press release is neither an offer to purchase nor a solicitation of an offer to sell any notes. The tender offer is being made pursuant to the terms and conditions contained in the offer to purchase, the related letter of transmittal and the notice of guaranteed delivery, copies of which may be obtained from D. F. King & Co., Inc., the information agent and tender agent for the tender offer, by telephone at (877) 283-0325 (toll-free) or, for banks and brokers, at (212) 269-5550 (Banks and Brokers Only) or in writing at D. F. King & Co., Inc., 48 Wall Street, 22nd Floor, New York, New York 10005, Attention: Andrew Beck, or by email at genesis@dfking.com. Persons with questions regarding the tender offer should contact the dealer manager, RBC Capital Markets, LLC by telephone at (877) 371-2099 (toll-free) or (212) 618-7843.

Copies of the offer to purchase, the related letter of transmittal and the notice of guaranteed delivery are also available at the following web address: www.dfking.com/genesis.

Genesis Energy, L.P. is a diversified midstream energy master limited partnership headquartered in Houston, Texas. Genesis’ operations include offshore pipeline transportation, sodium minerals and sulfur services, marine transportation and onshore facilities and transportation. Genesis’ operations are primarily located in the Gulf Coast region of the United States, Wyoming and the Gulf of Mexico.

This press release includes forward-looking statements as defined under federal law. Although we believe that our expectations are based upon reasonable assumptions, no assurance can be given that our goals will be achieved, including statements related to the tender offer. Actual results may vary materially. We undertake no obligation to publicly update or revise any forward-looking statement.

Contact:

Genesis Energy, L.P.

Ryan Sims

SVP - Finance and Corporate Development

(713) 860-2521