
**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): November 17, 2021

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 1.01 Entry into a Material Definitive Agreement.

On November 17, 2021 (the “Effective Date”), Genesis Energy, L.P. (“Genesis”), through a subsidiary, sold 36% of the membership interests in Cameron Highway Oil Pipeline Company, LLC, a Delaware limited liability company (“CHOPS”), to an undisclosed financial party for gross proceeds of approximately \$418 million. Genesis will retain 64% of the membership interests in CHOPS and will remain the operator of the CHOPS pipeline.

In connection with the sale of the membership interests in CHOPS, on the Effective Date, Genesis entered into the First Amendment and Consent (the “Credit Agreement Amendment”) to Fifth Amended and Restated Credit Agreement (as so amended, the “Credit Agreement”), among Genesis, as the borrower, Wells Fargo Bank, National Association, as administrative agent and issuing bank, Bank of America, N.A., as syndication agent, and the lenders and other parties party thereto, which, among other things, permitted the entry into and performance of the transaction agreements relating to the sale of membership interests in CHOPS by Genesis and its subsidiaries and to designate CHOPS as a restricted joint venture under the Credit Agreement.

The foregoing summary is qualified in its entirety by reference to the Credit Agreement Amendment. The representations and warranties of Genesis in the Credit Agreement and the Credit Agreement Amendment were made only for purposes of such agreements and as of specific dates and were solely for the benefit of the lenders party thereto. Each of the Credit Agreement and the Credit Agreement Amendment is a contractual document that establishes and governs the legal relations among the parties thereto and is not intended to be a source of factual, business, or operational information about Genesis and its subsidiaries. The representations and warranties made by Genesis in the Credit Agreement and the Credit Agreement Amendment may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors. Accordingly, investors and security holders should not rely on such representations and warranties as characterizations of the actual state of facts or circumstances.

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 its
sole general partner

Date: November 24, 2021

By: /s/ Robert V. Deere

Robert V. Deere
Chief Financial Officer