

NuStar Energy L.P.
Form 8-K
February 01, 2012

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): January 30, 2012

NuStar Energy L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-16417
(Commission
File Number)

74-2956831
(I.R.S. Employer
Identification No.)

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2330 North Loop 1604 West

San Antonio, Texas 78248

(Address of principal executive offices)

(210) 918-2000

(Registrant's telephone number, including area code)

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 1.01 Entry into a Material Definitive Agreement.

On January 30, 2012, NuStar Logistics, L.P. (NuStar Logistics), NuStar Energy L.P. (NuStar Energy), NuStar Pipeline Operating Partnership L.P. (NuPOP), Riverwalk Logistics, L.P., NuStar GP, LLC, NuStar GP, Inc., and NuStar Pipeline Company, LLC (collectively, the NuStar Parties) entered into an underwriting agreement (the Underwriting Agreement) with Citigroup Global Markets Inc., Mizuho Securities USA Inc. and RBS Securities Inc., as representatives of the several underwriters named therein (the Underwriters), relating to the public offering by NuStar Logistics of \$250 million aggregate principal amount of 4.750% Senior Notes due 2022 (the Notes). The Notes are being guaranteed (such guarantees together with the Notes, the Securities) on a full and unconditional basis by NuStar Energy and NuPOP. The Notes have been registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to a Registration Statement on Form S-3 (Registration No. 333-166797), as supplemented by the Prospectus Supplement dated January 30, 2012 relating to the Securities, filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act (together with the accompanying prospectus dated May 13, 2010, the Prospectus Supplement). Closing of the issuance and sale of the Notes is scheduled for February 2, 2012. Certain legal opinions related to the Notes are filed herewith as Exhibit 5.1.

The Underwriting Agreement provides that the obligations of the Underwriters to purchase the Notes are subject to the approval of legal matters by counsel and other customary conditions. The Underwriters are obligated to purchase all the Notes if they purchase any of the Notes. The Underwriting Agreement contains customary representations, warranties and agreements by the NuStar Parties and customary conditions to closing. Additionally, the NuStar Parties have agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Underwriters may be required to make because of these liabilities. The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to such Underwriting Agreement, a copy of which is filed herewith as Exhibit 1.1 and is incorporated herein by reference. The Underwriting Agreement contains certain representations, warranties and other provisions that were made or agreed to, among other things, to provide the parties thereto with specified rights and obligations and to allocate risk among them.

The Prospectus Supplement provides that NuStar Logistics will use net proceeds from the offering for general partnership purposes including the repayment of a portion of the outstanding principal balance under its revolving credit facility. On or prior to February 15, 2012, NuStar Logistics intends to reborrow an amount under its revolving credit facility that is sufficient to repay the outstanding principal amount of the 7.75% senior notes due February 15, 2012 issued by NuPOP. Certain of the underwriters and their affiliates have performed, and may in the future perform, investment banking, commercial banking and advisory services for NuStar Logistics and its affiliates and have received, and may in the future receive, fees for these services.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	EXHIBIT
Exhibit 1.1	Underwriting Agreement, dated January 30, 2012.
Exhibit 5.1	Opinion of Andrews Kurth LLP.
Exhibit 23.1	Consent of Andrews Kurth LLP (included in Exhibit 5.1).

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.

NUSTAR ENERGY L.P.

By: Riverwalk Logistics, L.P.
its general partner

By: NuStar GP, LLC
its general partner

Date: February 1, 2012

By: /s/ Amy L. Perry
Name: Amy L. Perry
Title: Vice President, Assistant
General Counsel and Corporate
Secretary

EXHIBIT INDEX

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	nbsp; Notification of Director/PDMR Shareholding - Elizabeth Bolgiano.
21 Aug 2008	Notification of Transaction in Own Shares - Share Buy-back.
22 Aug 2008	Notification of Transaction in Own Shares - Share Buy-back.
26 Aug 2008	Notification of Transaction in Own Shares - Share Buy-back.
27 Aug 2008	Notification of Transaction in Own Shares - Share Buy-back.
28 Aug 2008	Notification of Transaction in Own Shares - Share Buy-back.
29 Aug 2008	Notification re Smith & Nephew - Voting Rights & Capital.
29 Aug 2008	Notification of Transaction in Own Shares - Share Buy-back.
1 Sep 2008	Notification of Transaction in Own Shares - Share Buy-back.
2 Sep 2008	Notification of Transaction in Own Shares - Share Buy-back.
2 Sep 2008	Notification of Transaction in Own Shares - Share Buy-back.
3 Sep 2008	Notification of Transaction in Own Shares - Share Buy-back.
4 Sep 2008	Notification of Transaction in Own Shares - Share Buy-back.
5 Sep 2008	Notification of Transaction in Own Shares - Share Buy-back.
8 Sep 2008	Notification of Transaction in Own Shares - Share Buy-back.
9 Sep 2008	Announcement re Additional Listing for Ordinary Shares.
9 Sep 2008	Notification of Transaction in Own Shares - Share Buy-back.
10 Sep 2008	Notification of Transaction in Own Shares - Share Buy-back.
11 Sep 2008	Notification of Transaction in Own Shares - Share Buy-back.
12 Sep 2008	Notification of Transaction in Own Shares - Share Buy-back.
16 Sep 2008	Notification of Transaction in Own Shares - Share Buy-back.
17 Sep 2008	Notification of Transaction in Own Shares - Share Buy-back
18 Sep 2008	Notification of Transaction in Own Shares - Share Buy-back.

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22 Sep 2008 Notification of Transaction in Own Shares - Share Buy-back.

23 Sep 2008 Notification of Transaction in Own Shares - Share Buy-back.

24 Sep 2008 Notification of Major Interests in Shares - Legal & General Group Plc holding 4.53%.

24 Sep 2008 Notification of replacement announcement regarding the holding of Legal & General Plc - Replacement

30 Sep 2008 Notification re Smith & Nephew - Voting Rights & Capital.

6 Oct 2008 Notification of Major Interests in Shares - Prudential Plc holding less than 3%.

10 Oct 2008 Notification of Major Interests in Shares - Capital Research Management Company holding 5.22%.

17 Oct 2008 Notification of Sterling amount for first interim dividend for 2008.

20 Oct 2008 Announcement re Timing of Smith & Nephew Third Quarter Results

20 Oct 2008 Notification of Major Interests in Shares - Capital Research Management Company holding 4.9988%.

21 Oct 2008 Notification of Major Interests in Shares - Capital Research Management Company holding 4.9988%.

31 Oct 2008 Notification re Smith & Nephew - Voting Rights & Capital.

3 Nov 2008 Notification of Transaction in Own Shares - Share Buy-back.

6 Nov 2008 Announcement of 2008 Third Quarter Results.

10 Nov 2008 Notification of Transaction in Own Shares - Share Buy-back.

17 Nov 2008 Notification of Transaction in Own Shares - Share Buy-back.

17 Nov 2008 Notification of Director/PDMR Shareholding - Elizabeth Bolgiano.

17 Nov 2008 Notification of Major Interests in Shares - Prudential Plc holding 3.02%.

17 Nov 2008 Notification of Major Interests in Shares - Prudential Plc holding less than 3%.

18 Nov 2008 Notification of Director/PDMR Shareholding - David Illingworth.

18 Nov 2008 Notification of Director/PDMR Shareholding - Mark Augusti.

28 Nov 2008 Notification re Smith & Nephew - Voting Rights & Capital.

11 Dec 2008 Notification of CEO Roundtable Meetings .

17 Dec 2008 Notification of Major Interests in Shares - Prudential Plc holding 3.01%.

17 Dec 2008 Notification of Major Interests in Shares - Prudential Plc holding 3.05%.

2 Jan 2009 Notification of Major Interests in Shares - Newton Investment Management 5%.

2 Jan 2009 Notification of Director/PDMR Shareholding - Mark Augusti.

2 Jan 2009 Notification of Director/PDMR Shareholding - Joseph Woody.

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2 Jan 2009 Notification of Director/PDMR Shareholding - Michael Frazzette.

6 Jan 2009 Notification re Smith & Nephew - Voting Rights & Capital - Replacement

6 Jan 2009 Notification of Director/PDMR Shareholding - Gordon Howe.

6 Jan 2009 Notification of Director/PDMR Shareholding - Elizabeth Bolgiano.

6 Jan 2009 Notification of Director/PDMR Shareholding - David Illingworth.

22 Jan 2009 Announcement regarding renegotiation of purchase agreement between Smith & Nephew and Plus.

22 Jan 2009 Notification of Major Interests in Shares - Thornburg Investment Management Inc holding 5.09%.

30 Jan 2009 Notification re Smith & Nephew - Voting Rights & Capital.

4 Feb 2009 Announcement re dates for 2009 results.

12 Feb 2009 Announcement of Results for the Fourth Quarter and Year Ended 31 December 2008.

20 Feb 2009 Block Listing Six Monthly Return as at 23 January 2009.

23 Feb 2009 Notification of Major Interests in Shares - Newton Investment Management holding 4.74%.

27 Feb 2009 Notification re Smith & Nephew - Voting Rights & Capital.

5 Mar 2009 Notification of Major Interests in Shares - Legal & General Group Plc holding 3.89%.

11 Mar 2009 Notification of Major Interests in Shares - FMR LLC holding 3.862%.

11 Mar 2009 Notification of Major Interests in Shares - Legal & General Group Plc holding 4.05%.

12 Mar 2009 Notification of Transaction in Own Shares.

13 Mar 2009 Notification of Major Interests in Shares - Prudential Plc holding less than 3%.

17 Mar 2009 Notification of Director/PDMR Shareholding - David Illingworth.

17 Mar 2009 Notification of Director/PDMR Shareholding - Joseph Woody.

18 Mar 2009 Notification of Director/PDMR Shareholding - Elizabeth Bolgiano.

18 Mar 2009 Notification of Director/PDMR Shareholding - Mark Augusti.

18 Mar 2009 Notification of Director/PDMR Shareholding - Gordon Howe.

18 Mar 2009 Notification of Director/PDMR Shareholding - Adriain Hennah - Replacement.

18 Mar 2009 Notification of Director's Shareholding - Michael Frazette - Replacement.

24 Mar 2009 Notification of Director/PDMR Shareholding - David Illingworth, Adrian Hennah, Michael Frazette, Elizabeth Bolgiano, John Campo, Gordon Howe, and Joseph DeVivo

31 Mar 2009 Notification re Smith & Nephew - Voting Rights & Capital.

Copies of the documents published via RNS may be obtained from the Regulatory News Service provided by the London Stock Exchange at <http://www.londonstockexchange.com/en-gb/pricesnews/marketnews/marketnews.htm> and any related documents are available at the UKLA's Document Viewing Facility, Financial Services Authority, 25 The North Colonnade, Canary Wharf, London. E14 5HS

2. DOCUMENTS FILED AT COMPANIES HOUSE.

The Company has submitted filings to Companies House in relation to the Company's annual return and group accounts, the appointment, resignations and change of particulars of directors, the allotment of shares, returns by the Company for purchasing its own shares, amendments to the Company's Articles of Association and ordinary and special resolutions passed at the Company's Annual General Meeting held on 1 May 2008.

Copies of these documents can be found on the Companies House website at <http://www.companies-house.gov.uk/> or through Companies House Direct at <http://direct.companies-house.gov.uk/>. Alternatively copies can be obtained from Companies House, Crown Way, Cardiff. CF14 3UZ

3. DOCUMENTS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION.

The Company has submitted filings to the Securities and Exchange Commission by virtue of having American Depositary Shares listed on the New York Stock Exchange.

Full details of these filings can be viewed at <http://www.sec.gov/edgar/searchedgar/companysearch.html>

4. ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2008.

The Company's Annual Report for the year ended 31 December 2008 can be found on the Company's website, together with the 2008 Summary Financial Statement and Notice of Annual General Meeting.

Copies can be located on the Company's website at <http://www.smith-nephew.com/annualreport>, <http://www.smith-nephew.com/notice> and <http://www.smith-nephew.com/investors>

Copies of all the documents referred to above are also available for inspection at the Company's registered office; 15 Adam Street, London. WC2N 6LA during normal business hours.

In accordance with Article 27(3) of the Prospectus Directive Regulation, it is acknowledged that whilst the information referred to above was up to date at the time of publication, such disclosures may, at any time, become out of date due to changing circumstances.

Further information regarding the Company and its activities can be located on the Company's website <http://www.smith-nephew.com>