

BUCKEYE PARTNERS, L.P.  
Form 8-K  
August 24, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**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): **August 18, 2009**

**Buckeye Partners, L.P.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

(State or Other  
Jurisdiction of  
Incorporation)

**1-9356**

(Commission File  
Number)

**23-2432497**

(I.R.S. Employer  
Identification No.)

**One Greenway Plaza**  
**Suite 600**  
**Houston, TX**  
(Address of Principal Executive Offices)

**77046**  
(Zip Code)

Registrant's telephone number, including area code: **(832) 615-8600**

**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 (*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))
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**Item 8.01. Other Events.**

On August 18, 2009, we entered into a Sixth Supplemental Indenture, dated August 18, 2009, between Buckeye Partners, L.P. (the Partnership ) and U.S. Bank National Association (successor-in-interest to SunTrust Bank) (the Indenture ) in connection with the issuance and sale by the Partnership, and the purchase by the underwriters, of \$275,000,000 aggregate principal amount of our 5.50% senior unsecured notes due 2019 (the Senior Notes ). A copy of the Indenture is filed as Exhibit 4.1 to this report and is incorporated by reference herein. The offering of the Senior Notes was registered under the Securities Act of 1933, as amended, pursuant to a shelf registration statement on Form S-3 (File No. 333-155522).

**Item 9.01. Financial Statements and Exhibits.**

(d) **Exhibits.**

- 4.1 Sixth Supplemental Indenture, dated August 18, 2009, between Buckeye Partners, L.P. and U.S. Bank National Association (successor-in-interest to SunTrust Bank).

**SIGNATURE**



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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.

**BUCKEYE PARTNERS, L.P.**

By: Buckeye GP LLC,  
its General Partner

By: /s/ William H. Schmidt, Jr.  
William H. Schmidt, Jr.  
Vice President, General Counsel and  
Secretary

Dated: August 24, 2009

**Exhibit Index**

**Exhibit**

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