

GLOBAL PARTNERS LP
Form DEFA14A
November 25, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant X

Filed by a Party other than the Registrant O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Global Partners LP
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
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Explanatory Note

An updated quarterly presentation of the net income, distributable cash flow and adjusted operating surplus of Global Partners LP (the Partnership) is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The presentation is identical to that contained as Annex B to the Partnership s Definitive Proxy Statement on Schedule 14A filed on November 5, 2009 (the definitive proxy), except for the addition of net income, distributable cash flow and adjusted operating surplus for the quarter ended September 30, 2009.

Distributable cash flow and adjusted operating surplus are non-GAAP financial measures used or proposed to be used in the Partnership s partnership agreement as described in the definitive proxy. Distributable cash flow and adjusted operating surplus should not be considered as alternatives to net income, cash flow from operations or any other measure of financial performance or liquidity presented in accordance with GAAP. In addition, the Partnership s distributable cash flow and adjusted operating surplus may not be comparable to similarly titled measures of other companies. Exhibit 99.1 presents a reconciliation of distributable cash flow and adjusted operating surplus to directly comparable GAAP financial measures.

EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|---------------------------------|
| Exhibit 99.1 | Selected Financial Information. |