

Calumet Specialty Products Partners, L.P.

Form S-8

November 16, 2006

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As filed with the Securities and Exchange Commission on November 16, 2006
Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

CALUMET SPECIALTY PRODUCTS PARTNERS, L.P.
(Exact name of Registrant as Specified in its Charter)

Delaware **37-1516132**
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) Identification Number)
2780 Waterfront Pkwy E. Drive, Suite 200
Indianapolis, Indiana 46214
(Address of Principal Executive Offices, including Zip Code)

Calumet GP, LLC Long-Term Incentive Plan
(Full title of the plan)

R. Patrick Murray, II
2780 Waterfront Pkwy E. Drive, Suite 200
Indianapolis, Indiana 46214
(317) 328-5660

(Name, Address and Telephone Number,
including Area Code, of Agent for Service)

Copy to:

David P. Oelman
Vinson & Elkins L.L.P.
2300 First City Tower
1001 Fannin Street, Suite 2500
Houston, Texas 77002-6760
(713) 758-2222

CALCULATION OF REGISTRATION FEE

| Title of Securities To Be Registered | Proposed Maximum Amount To Be Registered (1) | Proposed Maximum Offering Price Per Unit (2) | Amount Of Aggregate Offering Price (2) | Registration Fee |
|---|---|---|---|-----------------------------|
| Common Units representing limited partner interests | 783,960 | \$33.70 | \$26,419,452 | \$2,827 |

(1)

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Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act) this registration statement also covers any additional common units which become issuable under the antidilution provision of the plan being registered pursuant to this registration statement by reason of any unit dividend, unit split, recapitalization or any other similar transaction effected without the receipt of consideration, which results in an increase in the number of the Registrant's outstanding common units.

- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h) under the Securities Act, based upon the average of the high and low prices reported on The Nasdaq Global Market on November 15, 2006 (\$33.70 per unit).
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**PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing the information specified in Part I of Form S-8 have been omitted from the filing of this registration statement and will be sent or given to participants as specified by Rule 428(b)(1) promulgated under the Securities Act of 1933, as amended (the Securities Act).

**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the Commission) are incorporated by reference in this Registration Statement:

Our annual report on Form 10-K for the fiscal year ended December 31, 2005;

Our quarterly reports on Form 10-Q for the fiscal quarters ended March 31, 2006, June 30, 2006 and September 30, 2006;

Our current reports on Form 8-K filed with the Commission on February 13, 2006, March 23, 2006, June 22, 2006, June 23, 2006, July 11, 2006, August 16, 2006, October 23, 2006 and November 15, 2006; and

The description of our common units contained in our Registration Statement on Form 8-A filed with the Commission on January 19, 2006.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) (other than information furnished under Item 2.02, Item 7.01 or Item 9.01 of any current report on Form 8-K), prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 17-108 of the Delaware Revised Uniform Limited Partnership Act empowers a Delaware limited partnership to indemnify and hold harmless any partner or other person from and against any and all claims and demands whatsoever. The First Amended and Restated Limited Partnership Agreement of Calumet Specialty Products Partners, L.P. provides that the Registrant will, in most circumstances, indemnify the following persons, to the fullest extent permitted by law, from and against all losses, claims, damages or similar events:

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the general partner,

any departing general partner,

any person who is or was an affiliate of a general partner or any departing general partner,

any person who is or was a member, partner, officer, director, employee, agent or trustee of a general partner or any departing general partner or any affiliate of a general partner or any departing general partner, or

any person who is or was serving at the request of a general partner or any departing general partner or any affiliate of a general partner or any departing general partner as an officer, director, employee, member, partner, agent or trustee of another person.

Any indemnification under these provisions will only be out of the Registrant's assets. Unless it otherwise agrees, our general partner and its affiliates will not be personally liable for, or have any obligation to contribute or loan funds or assets to the Registrant to enable it to effectuate, indemnification. The Registrant may purchase insurance against liabilities asserted against and expenses incurred by persons for our activities, regardless of whether it would have the power to indemnify the person against liabilities under our partnership agreement.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

| No. | Description |
|-------|--|
| 4.1 | Calumet GP, LLC Long-Term Incentive Plan (filed as Exhibit 10.2 to the Registrant's 8-K filed with the Commission on February 13, 2006 (File No. 001-51734) and incorporated herein by reference). |
| 4.2 | First Amended and Restated Limited Partnership Agreement of Calumet Specialty Products Partners, L.P. (including the specimen unit certificate for the Registrant's common units) (filed as Exhibit 3.1 to the Registrant's 8-K filed with the Commission on February 13, 2006 (File No. 001-51734) and incorporated herein by reference). |
| 4.3 | Form of Grant of Phantom Units with DERs under the Calumet GP, LLC Long-Term Incentive Plan (filed as Exhibit 10.1 to the Registrant's 8-K filed with the Commission on November 15, 2006 (File No. 001-51734) and incorporated herein by reference). |
| 4.4 | Form of Unit Option Grant under the Calumet GP, LLC Long-Term Incentive Plan (filed as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 filed with the Commission on November 16, 2005 (File No. 333-128880) and incorporated herein by reference). |
| 5.1* | Opinion of Vinson & Elkins L.L.P. as to the legality of the securities being registered. |
| 23.1* | Consent of Ernst & Young LLP. |
| 23.2* | Consent of Vinson & Elkins L.L.P. (contained in Exhibit 5.1). |
| 24.1* | Powers of Attorney (set forth on the signature page of this Registration Statement). |

* Filed herewith.

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Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on the 16th day of November, 2006.

CALUMET SPECIALTY PRODUCTS
PARTNERS, L.P.

by: Calumet GP, LLC,
its general partner

By: /s/ R. Patrick Murray, II
Name: R. Patrick Murray, II
Title: Vice President, Chief Financial
Officer
and Secretary

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints R. Patrick Murray, II and F. William Grube and each of them severally as his or her true and lawful attorneys-in-fact, with power to act, with or without the other, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact full power and authority to do and perform each and every act and anything appropriate or necessary to be done, as fully and for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on the 16th day of November, 2006.

| Signature | Title |
|--|--|
| /s/ Fred M. Fehsenfeld, Jr. Fred M. Fehsenfeld, Jr. | Chairman of the Board |
| /s/ F. William Grube F. William Grube | Chief Executive Officer, President and Director (Principal Executive Officer) |
| /s/ R. Patrick Murray, II R. Patrick Murray, II | Vice President, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer) |
| /s/ James S. Carter James S. Carter | Director |

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/s/ William S. Fehsenfeld

Director

William S. Fehsenfeld

/s/ Robert E. Funk

Director

Robert E. Funk

/s/ Nicholas J. Rutigliano

Director

Nicholas J. Rutigliano

/s/ Michael L. Smith

Director

Michael L. Smith

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