

MARTIN MIDSTREAM PARTNERS LP

Form 8-K/A

October 02, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K/A  
CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
Date of report (date of earliest event reported): September 30, 2008  
MARTIN MIDSTREAM PARTNERS L.P.  
(Exact name of Registrant as specified in its charter)**

**DELAWARE**  
(State of incorporation  
or organization)

**000-50056**  
(Commission file number)

**05-0527861**  
(I.R.S. employer identification  
number)

**4200 STONE ROAD  
KILGORE, TEXAS**  
(Address of principal executive offices)

**75662**  
(Zip code)

Registrant's telephone number, including area code: (903) 983-6200

(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 24, 2008, Martin Midstream Partners L.P. ( MMLP ) filed a Form 8-K in connection with the removal of Scott Martin from the Board of Directors of Martin Midstream GP LLC, the general partner of MMLP. MMLP provided Mr. Martin with a copy of such Form 8-K in accordance with Item 5.02 of Form 8-K. On September 30, 2008, MMLP received a letter from Mr. Martin in response to the disclosure made in the Form 8-K. Pursuant to the requirements of Item 5.02(a)(3) of Form 8-K, Mr. Martin's letter is attached as an exhibit to this Amendment to the Form 8-K. It is MMLP management's position that a number of the factual assertions in Mr. Martin's letter are not accurate.

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

**(d) Exhibits**

EXHIBIT  
NUMBER

DESCRIPTION

17.1 Letter dated September 30, 2008, from Scott Martin

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**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.

MARTIN MIDSTREAM PARTNERS L.P.

By: Martin Midstream GP LLC,  
Its General Partner

Date: October 2, 2008

By: /s/ Robert D. Bondurant  
Robert D. Bondurant,  
Executive Vice President and  
Chief Financial Officer

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Exhibit Number	Description
17.1	Letter dated September 30, 2008, from Scott Martin