

MAGELLAN MIDSTREAM PARTNERS LP  
Form 8-K  
February 27, 2014

**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): February 27, 2014 (February 25, 2014)**

**Magellan Midstream Partners, L.P.**

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 1-16335**

**DE**  
**(State or other jurisdiction**  
  
**of incorporation)**

**73-1599053**  
**(IRS Employer**  
  
**Identification No.)**

**One Williams Center, Tulsa, OK 74172**

**(Address of principal executive offices, including zip code)**

**(918) 574-7000**

**(Registrant's telephone number, including area code)**

**(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 February 25, 2014, Magellan Midstream Partners, L.P. (the Partnership) entered into an underwriting agreement (the Underwriting Agreement) with Wells Fargo Securities, LLC, Barclays Capital Inc., Mitsubishi UFJ Securities (USA), Inc. and U.S. Bancorp Investments, Inc., each acting on behalf of itself and collectively as the managers of the several underwriters named therein (collectively, the Underwriters), with respect to the issuance and sale in an underwritten public offering (the Offering) by the Partnership of an additional \$250,000,000 aggregate principal amount of the Partnership's 5.15% Senior Notes due 2043 (the Additional Notes). The Additional Notes were issued at 103.085% of the face value amount and the Partnership agreed to sell the Additional Notes to the Underwriters at a purchase price of 102.210% of the principal amount thereof. The material terms of the Offering are described in the prospectus supplement dated February 25, 2014, as filed by the Partnership with the Securities and Exchange Commission (the Commission). The offer and sale of the Additional Notes is registered with the Commission pursuant to the Partnership's Registration Statement on Form S-3 (File No. 333-183013) that was filed with the Commission on August 2, 2012. The Additional Notes are additional notes under the Indenture dated as of August 11, 2010, as amended and supplemented by the Third Supplemental Indenture dated as of October 10, 2013, with U.S. Bank National Association, as trustee, pursuant to which the Partnership issued \$300,000,000 aggregate principal amount of its 5.15% Senior Notes due 2043 on October 10, 2013 (the Original Notes). The Additional Notes, together with the Original Notes, will be treated as a single series for purposes of giving of notices, consents, waivers, amendments and taking any other action permitted under the Indenture. Subject to customary conditions to closing, the transactions contemplated by the Underwriting Agreement will be consummated on March 4, 2014.

The Underwriting Agreement contains customary representations, warranties and agreements by the Partnership, customary conditions to closing, indemnification obligations of the Partnership and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Certain of the Underwriters and their respective affiliates perform various financial advisory, investment banking and commercial banking services from time to time for the Partnership and its affiliates, for which they received or will receive customary fees and expense reimbursement. Additionally, each of the Underwriters or their affiliates has a lending relationship with the Partnership.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description
1.1	Underwriting Agreement dated as of February 25, 2014 among Magellan Midstream Partners, L.P. and Wells Fargo Securities, LLC, Barclays Capital Inc., Mitsubishi UFJ Securities (USA), Inc. and U.S. Bancorp Investments, Inc., as managers of the several underwriters named therein.
5.1	Opinion of Latham & Watkins LLP.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1 hereto).

**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.

Magellan Midstream Partners, L.P.

By: Magellan GP, LLC, its general partner

Date: February 27, 2014

By: /s/ Suzanne H. Costin  
Suzanne H. Costin  
Corporate Secretary

**EXHIBIT INDEX**

Exhibit Number	Description
1.1	Underwriting Agreement dated as of February 25, 2014 among Magellan Midstream Partners, L.P. and Wells Fargo Securities, LLC, Barclays Capital Inc., Mitsubishi UFJ Securities (USA), Inc. and U.S. Bancorp Investments, Inc., as managers of the several underwriters named therein.
5.1	Opinion of Latham & Watkins LLP.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1 hereto).