

GENESIS ENERGY LP
Form 4
August 16, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Quintana Capital Group GP Ltd

(Last) (First) (Middle)
601 JEFFERSON STREET, SUITE 3600
(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GENESIS ENERGY LP [GEL]

3. Date of Earliest Transaction (Month/Day/Year)
08/12/2011

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
Possible member of 10% group

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------|--|
| Common Units - Class A | 08/12/2011 | | J ⁽¹⁾ | 7,055,595 | D | <u>(1)</u> | 6,954 | I | By Q GEI Holdings, LLC <u>(1)</u> <u>(2)</u> |
| Common Units - Class A | | | | | | | 1,618 | D ⁽³⁾ | |
| Common Units - Class A | | | | | | | 2,414,393 | I | By Quintana Energy Partners II, L.P. <u>(1)</u> <u>(3)</u> |

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| | | | |
|------------------------------|---------|---|---|
| Common Units - Class A | 242,643 | I | By QEP II Genesis TE Holdco, LP <u>(1)</u> <u>(3)</u> |
|------------------------------|---------|---|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D | 9. S | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|------------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Waiver Units - Class 1 | (4) | 08/12/2011 | | J(1) | | 619,838 | | (4) | (4) | Common Units - Class A | 619,838 |
| Waiver Units - Class 2 | (4) | 08/12/2011 | | J(1) | | 619,838 | | (4) | (4) | Common Units - Class A | 619,838 |
| Waiver Units - Class 3 | (4) | 08/12/2011 | | J(1) | | 619,838 | | (4) | (4) | Common Units - Class A | 619,838 |
| Waiver Units - Class 4 | (4) | 08/12/2011 | | J(1) | | 619,838 | | (4) | (4) | Common Units - Class A | 619,838 |
| Waiver Units - Class 1 | (4) | | | | | | | (4) | (4) | Common Units - Class A | 305,908 |
| Waiver Units - Class 2 | (4) | | | | | | | (4) | (4) | Common Units - Class A | 305,908 |
| | (4) | | | | | | | (4) | (4) | | 305,908 |

| | | | | | |
|------------------------------|-----|-----|-----|------------------------------|---------|
| Waiver Units - Class 3 | | | | Common Units - Class A | |
| Waiver Units - Class 4 | (4) | (4) | (4) | Common Units - Class A | 305,908 |
| Waiver Units - Class 1 | (4) | (4) | (4) | Common Units - Class A | 30,780 |
| Waiver Units - Class 2 | (4) | (4) | (4) | Common Units - Class A | 30,780 |
| Waiver Units - Class 3 | (4) | (4) | (4) | Common Units - Class A | 30,780 |
| Waiver Units - Class 4 | (4) | (4) | (4) | Common Units - Class A | 30,780 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| Quintana Capital Group GP Ltd 601 JEFFERSON STREET SUITE 3600 HOUSTON, TX 77002 | | | | Possible member of 10% group |
| Quintana Capital Group II LP 601 JEFFERSON STREET SUITE 3600 HOUSTON, TX 77002 | | | | Possible member of 10% group |
| QUINTANA ENERGY PARTNERS II LP 601 JEFFERSON STREET | | | | Possible member of 10% group |

SUITE 3600
HOUSTON, TX 77002

QEP II Genesis TE Holdco LP
601 JEFFERSON STREET
SUITE 3600
HOUSTON, TX 77002

Possible member of 10% group

QEP Management Co GP LLC
600 JEFFERSON STREET
SUITE 3600
HOUSTON, TX 77002

Possible member of 10% group

QEP Management Co LP
600 JEFFERSON STREET
SUITE 3600
HOUSTON, TX 77002

Possible member of 10% group

Q GEI Holdings LLC
601 JEFFERSON STREET
SUITE 3600
HOUSTON, TX 77002

Possible member of 10% group

Signatures

/s/ Steve Putnam 08/16/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On August 12, 2011, Q GEI Holdings, LLC distributed pro rata to its members in accordance with their respective interests 7,055,595 Common Units - Class A and 2,479,352 Waiver Units (divided equally among Class 1, Class 2, Class 3, and Class 4). Of the amounts distributed, Quintana Energy Partners II, L.P. received 988,451 Common Units - Class A and 347,344 Waiver Units (divided equally among Class 1, Class 2, Class 3 and Class 4), and QEP II Genesis TE Holdco, LP received 57,188 Common Units - Class A and 20,096 Waiver Units (divided equally among Class 1, Class 2, Class 3 and Class 4).
- (2) Q GEI Holdings, LLC is managed by a board of managers (the "Q GEI Board") the members of which are Jimmy A. McDonald, Steve Putman and Corbin J. Robertson III (such individuals, collectively, the "Q GEI Managers"). The Q GEI Board acts unanimously and none of the Q GEI Managers may act individually to vote or sell any of the units covered by this Form 4. Each of the Q GEI Managers is also an employee of Quintana Capital Group GP, Ltd.
- (3) Quintana Capital Group GP, Ltd. is the general partner of Quintana Capital Group II, L.P., which is the general partner of Quintana Energy Partners II, L.P. and QEP II Genesis TE Holdco, LP. QEP Management Co. GP, LLC is the general partner of QEP Management Co., L.P. (each a "management entity"). Each such management entity provides management services to Quintana Energy Partners II, L.P. and QEP II Genesis TE Holdco, LP, and may be deemed to have or share voting power and/or investment power over the units reported in this Form 4 held by such entities. QEP Management Co. GP, LLC is managed by a board of managers and Quintana Capital Group GP, Ltd. is managed by a board of directors (such boards, collectively, the "Quintana Boards"). The members of each Quintana Board are Donald L. Evans, Warren S. Hawkins, Corbin J. Robertson, Jr., Brock E. Morris, Corbin J. Robertson III, and William K. Robertson.
- (4) The Waiver Units, among other rights, preferences and privileges, are entitled to quarterly distributions of \$0.001786 per Waiver Unit and are convertible into Common Units - Class A on a one-for-one basis at the option of the holder upon, among other things, payment of a quarterly cash distribution on the Common Units that has a coverage ratio of at least 1.10 and equals or exceeds the applicable distribution level: (i) Class 1 - \$0.43 per Common Unit; (ii) Class 2 - \$0.46 per Common Unit; (iii) Class 3 - \$0.49 per Common Unit; and (iv) Class 4 - \$0.52 per Common Unit. The Waiver Units will also automatically convert to Common Units - Class A upon the six-month anniversary of the occurrence of the circumstances that give rise to the right of the holder to convert. Waiver Units that have not become convertible by January 1, 2021 shall, as of the close of business on such date, automatically be cancelled.

Remarks:

Each Reporting Person set forth above disclaims beneficial ownership of all the units reported in this Form 4 except to the extent

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.