

GENESIS ENERGY LP
Form 3
January 07, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Quintana Capital Group GP Ltd | | | (Month/Day/Year) | GENESIS ENERGY LP [GEL] | |
| (Last) | (First) | (Middle) | 12/28/2010 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 601 JEFFERSON STREET,Â SUITE 3600 | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| HOUSTON,Â TXÂ 77002 | | | | <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | Possible member of 10% group. | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------|
| Common Units ?? Class A | 7,062,549 | I | see footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |
| Common Units ?? Class A | 2,496,146 | I | see footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(5)</u> |
| Common Units ?? Class A | 293,474 | I | see footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(6)</u> |

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

SEC 1473 (7-02)

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.

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------|----------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Common Units ?? Class B | Â (7) | Â (7) | Common Units ?? Class A | 21,316 | \$ (7) | I | see footnotes (1) (2) (3) (4) |
| Waiver Units ?? Class 1 | Â (8) | Â (9) | Common Units ?? Class A | 619,838 | \$ (8) | I | see footnotes (1) (2) (3) (4) |
| Waiver Units ?? Class 2 | Â (8) | Â (9) | Common Units ?? Class A | 619,838 | \$ (8) | I | see footnotes (1) (2) (3) (4) |
| Waiver Units ?? Class 3 | Â (8) | Â (9) | Common Units ?? Class A | 619,838 | \$ (8) | I | see footnotes (1) (2) (3) (4) |
| Waiver Units ?? Class 4 | Â (8) | Â (9) | Common Units ?? Class A | 619,838 | \$ (8) | I | see footnotes (1) (2) (3) (4) |
| Common Units ?? Class B | Â (7) | Â (7) | Common Units ?? Class A | 7,534 | \$ (7) | I | see footnotes (1) (2) (3) (5) |
| Waiver Units ?? Class 1 | Â (8) | Â (9) | Common Units ?? Class A | 219,072 | \$ (8) | I | see footnotes (1) (2) (3) (5) |
| Waiver Units ?? Class 2 | Â (8) | Â (9) | Common Units ?? Class A | 219,072 | \$ (8) | I | see footnotes (1) (2) (3) (5) |
| Waiver Units ?? Class 3 | Â (8) | Â (9) | Common Units ?? Class A | 219,072 | \$ (8) | I | see footnotes (1) (2) (3) (5) |
| Waiver Units ?? Class 4 | Â (8) | Â (9) | Common Units ?? Class A | 219,072 | \$ (8) | I | see footnotes (1) (2) (3) (5) |
| Common Units ?? Class B | Â (7) | Â (7) | Common Units ?? Class A | 885 | \$ (7) | I | see footnotes (1) (2) (3) (6) |
| Waiver Units ?? Class 1 | Â (8) | Â (9) | Common Units ?? Class A | 25,756 | \$ (8) | I | see footnotes (1) (2) (3) (6) |
| Waiver Units ?? Class 2 | Â (8) | Â (9) | | 25,756 | \$ (8) | I | |

Common
Units ??
Class A

see footnotes (1) (2)
(3) (6)

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 | Â | Â X | Â | Possible member of 10% group. |
| Q GEI Holdings LLC 601 JEFFERSON STREET SUITE 3600 HOUSTON, TX 77002 | Â | Â X | Â | Â |
| QUINTANA ENERGY PARTNERS II LP 601 JEFFERSON STREET SUITE 3600 HOUSTON, TX 77002 | Â | Â X | Â | Possible member of 10% group. |
| QEP II Genesis TE Holdco LP 601 JEFFERSON STREET SUITE 3600 HOUSTON, TX 77002 | Â | Â X | Â | Possible member of 10% group. |
| Quintana Capital Group II LP 601 JEFFERSON STREET SUITE 3600 HOUSTON, TX 77002 | Â | Â X | Â | Possible member of 10% group. |
| QEP Management Co GP LLC 601 JEFFERSON STREET SUITE 3600 HOUSTON, TX 77002 | Â | Â X | Â | Possible member of 10% group. |
| QEP Management Co LP 601 JEFFERSON STREET SUITE 3600 HOUSTON, TX 77002 | Â | Â X | Â | Possible member of 10% group. |

Signatures

See Remarks 01/07/2011

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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(1) 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 3 held by such entities. Each of Quintana Energy Partners II, L.P. and QEP II Genesis TE Holdco, LP is a member in Q GEI Holdings, LLC.(continued footnote 2)

(2) Each Reporting Person set forth above disclaims beneficial ownership of all the units reported in this Form 3 except to the extent of its respective pecuniary interest therein and the filing of this Form 3 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any units covered by this Form 3. Q GEI Holdings, LLC is managed by a board of managers (the "Q GEI Board") the members of which are Jimmy A. McDonald, Dwayne R. Morley, Steve Putman and Corbin J. Robertson III (such individuals, collectively, the "Q GEI Managers"). 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 which are Donald L. Evans, Warren S. Hawkins, Corbin J. Robertson, Jr., Brock E. Morris, Corbin J. Robertson III, (continued in footnote 3)

(3) and William K. Robertson (such individuals, collectively, the "Quintana Board Members"). The Q GEI Board acts unanimously and the Quintana Boards act by majority vote and none of the Q GEI Managers or the Quintana Board Members may act individually to vote or sell any of the units covered by this Form 3. In the respective capacities set forth above, each of the Q GEI Managers and the Quintana Board Members could be deemed to have indirect pecuniary interest in the units reported in this Form 3. Each Q GEI Manager and Quintana Board Member disclaims beneficial ownership of all the units reported in this Form 3 except to the extent of his respective pecuniary interest therein and the filing of this Form 3 shall not be construed as an admission that any such person is the beneficial owner of any units covered by this Form 3.

(4) These units are beneficially directly owned by Q GEI Holdings, LLC. All such units owned by Q GEI Holdings, LLC are reported on this line.

(5) These units are beneficially directly owned by Quintana Energy Partners II, L.P. All such units owned by Quintana Energy Partners II, L.P. are reported on this line.

(6) These units are beneficially directly owned by QEP II Genesis TE Holdco, LP. All such units owned by QEP II Genesis TE Holdco, LP are reported on this line.

(7) Common Units - Class B are entitled to all the rights, preferences and privileges of the Common Units - Class A (and have the right to elect the directors of Genesis Energy, LLC, the general partner of Genesis Energy, L.P., and related rights) and will convert into Common Units - Class A on a one-to-one basis upon (i) automatic conversion upon the removal of the general partner of Genesis Energy, L.P. and the appointment of a successor or (ii) the holder's election.

(8) 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.

(9) Waiver Units that have not become convertible by January 1, 2021 shall, as of the close of business on such date, automatically be cancelled.

Â

Remarks:

FormÂ 1Â ofÂ 2

/s/Â Â SteveÂ Putman,Â SignedÂ inÂ theÂ followingÂ capacities:Â QuintanaÂ CapitalÂ GroupÂ GP,Â Ltd.,Â byÂ SteveÂ

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.