

Genesis Energy Finance Corp  
Form FWP  
May 14, 2015

**Issuer Free Writing Prospectus, dated May 14, 2015**

**Filed Pursuant to Rule 433 under the Securities Act of 1933**

**Registration Nos. 333-203259 and 333-203259-02**

**Pricing Term Sheet**

**Genesis Energy, L.P.**

**Genesis Energy Finance Corporation**

**\$400,000,000 6.000% Senior Notes due 2023**

May 14, 2015

<b>Issuers:</b>	Genesis Energy, L.P. and Genesis Energy Finance Corporation
<b>Title of Securities:</b>	6.000% Senior Notes due 2023 (the Notes )
<b>Aggregate Principal Amount:</b>	\$400,000,000
<b>Net Proceeds</b>	\$392,000,000
<b>(after estimated offering expenses):</b>	
<b>Final Maturity Date:</b>	May 15, 2023
<b>Issue Price:</b>	100.000%, plus accrued interest, if any, from May 21, 2015
<b>Coupon:</b>	6.000%
<b>Yield to Maturity:</b>	6.000%
<b>Spread to Benchmark Treasury:</b>	+390 bps
<b>Benchmark Treasury:</b>	UST 1.750% due May 15, 2023
<b>Interest Payment Dates:</b>	May 15 and November 15, beginning on November 15, 2015
<b>Interest Record Dates:</b>	May 1 and November 1
<b>Optional Redemption:</b>	Make-whole call at T+50 until May 15, 2018

On or after May 15, 2018, at the prices set forth below for the twelve-month period beginning on May 15 of the years indicated below, plus accrued and unpaid interest:

<b>Year</b>	<b>Percentage</b>
2018	104.500%
2019	103.000%
2020	101.500%
2021 and thereafter	100.000%

<b>Equity Clawback:</b>	Up to 35% at 106.000% prior to May 15, 2018
<b>Joint Book-Running Managers:</b>	Deutsche Bank Securities Inc.  BMO Capital Markets Corp.  Citigroup Global Markets Inc.  Merrill Lynch, Pierce, Fenner & Smith  Incorporated  RBC Capital Markets, LLC  Scotia Capital (USA) Inc.  U.S. Bancorp Investments, Inc.  Wells Fargo Securities, LLC
<b>Co-Managers:</b>	ABN AMRO Securities (USA) LLC  BBVA Securities Inc.
<b>Trade Date:</b>	May 14, 2015
<b>Settlement Date:</b>	May 21, 2015 (T+5)
<b>Denominations:</b>	\$2,000 and integral multiples of \$1,000 in excess thereof
<b>Distribution:</b>	SEC Registered
<b>CUSIP / ISIN Numbers:</b>	CUSIP: 37185L AG7  ISIN: US37185LAG77

This Pricing Term Sheet is qualified in its entirety by reference to the Preliminary Prospectus Supplement, dated May 14, 2015. The information in this Pricing Term Sheet supplements the Preliminary Prospectus Supplement and supersedes the information in the Preliminary Prospectus Supplement to the extent it is inconsistent with the information in the Preliminary Prospectus Supplement. Capitalized terms used in this Pricing Term Sheet but not defined have the meanings given them in the Preliminary Prospectus Supplement.

**The issuers have filed a registration statement (including a preliminary prospectus supplement and a prospectus) with the U.S. Securities and Exchange Commission (SEC) for this offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement for this offering, the issuers' prospectus in that registration statement and any other documents the issuers have filed with the SEC for more complete information about the issuers and this offering. You may get these documents for free by searching the SEC online data base (EDGAR) on the SEC web site at <http://www.sec.gov>. Alternatively, the issuers, any underwriter or any dealer participating in this offering will arrange to send you the prospectus supplement and prospectus if you request it by calling Deutsche Bank Securities Inc. at 1-800-503-4611.**