

---

---

**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): November 16, 2007

**GENESIS ENERGY, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1-12295**  
(Commission File Number)

**76-0513049**  
(I.R.S. Employer  
Identification No.)

**500 Dallas, Suite 2500, Houston, Texas**  
(Address of principal executive offices)

**77002**  
(Zip Code)

**(713) 860-2500**  
(Registrant's telephone number, including area code)

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 November 16, 2007, Genesis Energy, L.P. executed an amendment to the Registration Rights Agreement previously entered into with several entities owned and controlled by the Davison family of Ruston, Louisiana in connection with the completion of our acquisition (directly and through the acquisition of certain equity interests) of their energy-related businesses on July 25, 2007.

The amendment extends the number of days that we have to file a “shelf” registration statement with the Securities and Exchange Commission for the resale of our common units issued to the Davison entities in connection with the acquisition from 120 days to no later than 135 days after July 25, 2007.

A copy of the amendment is included as an exhibit to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

10.1 Amendment No. 1 to the Registration Rights Agreement dated November 16, 2007

**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 thereunto duly authorized.

GENESIS ENERGY, L.P.  
(A Delaware Limited Partnership)  
By: GENESIS ENERGY, INC., as  
General Partner

Date: November 16, 2007

By: /s/ ROSS A. BENAVIDES  
Ross A. Benavides  
Chief Financial Officer

AMENDMENT NO. 1  
TO  
REGISTRATION RIGHTS AGREEMENT

THIS AMENDMENT NO. 1 TO REGISTRATION RIGHTS AGREEMENT (this “*Amendment*”) is made as of November 16, 2007 by and among Genesis Energy, L.P., a Delaware limited partnership (the “*Partnership*”), Davison Petroleum Products, L.L.C., a Louisiana limited liability company, Davison Transport, Inc., a Louisiana corporation, Transport Company, an Arkansas corporation, Davison Terminal Service, Inc., a Louisiana corporation, and Sunshine Oil and Storage, Inc., a Louisiana corporation (each a “*Unitholder*” and collectively the “*Unitholders*”). The Partnership and the Unitholders are, collectively, the “*Parties*”. Any capitalized term used, but not defined, in this Amendment shall have the meaning given such term in the Agreement (defined below).

INTRODUCTION

- A. The Parties entered into the Registration Rights Agreement dated as of July 25, 2007, (as in effect immediately prior to the date of this Amendment, the “*Agreement*”).
- B. The Parties desire to amend the Agreement as set forth in this Amendment.

In consideration of the premises, the representations and warranties, and the mutual promises made in this Amendment and the Agreement, the Parties agree as follows:

1. **Amendment.** Section 2(a) of the Agreement is hereby amended by restating the first sentence thereof as follows: “Within 135 days after the Closing Date, the Partnership shall file with the Commission a Shelf Registration Statement providing for the resale of Registrable Securities.”.
2. **Entire Agreement.** This Amendment constitutes the entire agreement and understanding of the Parties with respect to its subject matter and supersedes all oral communication and prior writings (except as otherwise provided herein) with respect thereto.
3. **Amendments.** No amendment, modification or waiver in respect of this Amendment will be effective unless in writing (including a writing evidenced by a facsimile transmission) and executed by each of the Parties.
4. **Counterparts.** This Amendment may be executed and delivered in counterparts (including by facsimile transmission), each of which will be deemed an original. All signatures need not be on one counterpart.
5. **Governing Law.** This Amendment will be governed by and construed in accordance with the law of the State of Delaware (without reference to choice of law doctrine).

[Signature Pages Follow]

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment No. 1 to be duly executed as of the date first above written.

UNITHOLDERS:

**DAVISON PETROLEUM PRODUCTS, L.L.C.**

By: Steven K. Davison  
Name: Steven K. Davison  
Title: Manager

**DAVISON TRANSPORT, INC.**

By: James E. Davison, Jr.  
Name: James E. Davison, Jr.  
Title: President

**TRANSPORT COMPANY**

By: Steven K. Davison  
Name: Steven K. Davison  
Title: President

**DAVISON TERMINAL SERVICE, INC.**

By: James E. Davison, Jr.  
Name: James E. Davison, Jr.  
Title: President

**SUNSHINE OIL AND STORAGE, INC.**

By: James E. Davison  
Name: James E. Davison  
Title: President

PARTNERSHIP:

Genesis Energy, L.P.

By: Genesis Energy, Inc., its sole general partner

By: Ross A. Benavides

Name: Ross A. Benavides

Title: Chief Financial Officer