
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): January 4, 2008 (January 3, 2008)

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 3.01. Notice of Delisting or Failure to Satisfy a continued Listing Rule or Standard; Transfer of Listing.

- (a) On January 3, 2008, Genesis Energy, L.P. (“GEL”) received a letter from the American Stock Exchange (“Amex”) informing GEL that it is currently not in compliance with Rule 121(B)(2)(a) of the Amex Company Guide, which requires GEL’s Audit Committee to consist of at least three independent directors. GEL’s Audit Committee membership decreased to two directors upon Herbert I. Goodman’s resignation from the Board of Directors of Genesis Energy, Inc. (“Genesis”), the general partner of GEL, on December 12, 2007 (as reported in GEL’s Form 8-K filed with the Securities and Exchange Commission on December 18, 2007). The letter from Amex is a “warning letter” and provides GEL until April 2, 2008 to regain compliance with the Amex requirements by appointing an additional independent director to serve on the Audit Committee. Genesis has commenced a search for a qualified individual to fill its Audit Committee vacancy and expects to fill the vacancy in due course.

On January 4, 2008, pursuant to Section 402(g) of the Amex Company Guide, GEL issued a press release reporting its receipt for the warning letter and its intent to regain compliance in due course. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated January 4, 2008.

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: January 4, 2008

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

FOR IMMEDIATE RELEASE

Contact: Ross A. Benavides
Chief Financial Officer
(713) 860-2528

GENESIS ENERGY, L.P. RECEIVES NOTIFICATION LETTER FROM AMEX

Houston – January 4, 2008 - Genesis Energy, L.P., (AMEX:GEL), announced that on January 3, 2008 it received a warning letter from the American Stock Exchange that it is not in compliance with the Rule 121(B)(2)(a) of the American Stock Exchange Company Guide. This rule requires that Genesis have at least three independent members on its Audit Committee. Genesis currently has two members on its Audit Committee as a result of a previously announced director resignation on December 12, 2007. The AMEX gave Genesis until April 2, 2008 to regain compliance with the AMEX requirements. Genesis is continuing its search for a replacement director and expects that it will appoint a replacement director in due course.

Genesis Energy, L.P. is a diversified midstream energy master limited partnership headquartered in Houston, Texas. Genesis engages in four business segments. The Pipeline Transportation Division is engaged in the pipeline transportation of crude oil and, to a lesser extent, natural gas and carbon dioxide. The Refinery Services Division primarily processes sour gas streams to remove sulfur at refining operations, principally located in Texas, Louisiana and Arkansas. The Supply and Logistics Division is engaged in the transportation, storage and supply of energy products, including crude oil and refined products. The Industrial Gases Division produces and supplies industrial gases such as carbon dioxide and syngas. Genesis' operations are primarily located in Texas, Louisiana, Arkansas, Mississippi, Alabama and Florida.

This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Although we believe that our expectations are based upon reasonable assumptions, we can give no assurance that our goals will be achieved. Important factors that could cause actual results to differ materially from those in the forward looking statements herein include the timing and extent of changes in commodity prices for oil, ability to obtain adequate credit facilities, managing operating costs, completion of capital projects on schedule and within budget, consummation of accretive acquisitions, capital spending, environmental risks, government regulation, our ability to meet our stated business goals and other risks noted from time to time in our Securities and Exchange Commission filings. Actual results may vary materially. We undertake no obligation to publicly update or revise any forward-looking statement.

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