

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

FORM 8-K/A

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of report (date of earliest event reported): December 21, 2016

MARTIN MIDSTREAM PARTNERS L.P.

(Exact name of Registrant as specified in its charter)

DELAWARE
(State of incorporation
or organization)

000-50056
(Commission
file number)

05-0527861
(I.R.S. employer
identification number)

4200 Stone Road
Kilgore, TX
(Address of principal executive offices)

75,662
(Zip code)

Registrant's telephone number, including area code: (903) 983-6200

Not Applicable
(Former name or former address, if changed since last report)

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 (*see* General Instruction A.2. below):

- * 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))
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Item 2.01 Completion of Acquisition or Disposition of Assets

On December 21, 2016, Martin Midstream Partners L.P. (the “Partnership”) completed the previously announced sale of its 900,000 barrel crude oil storage terminal known as the Corpus Christi Crude Terminal (or CCCT), its refined product barge terminal, certain pipelines and related easements as well as dockage and trans-loading assets to NuStar Logistics, L.P. . This announcement, initially filed on Form 8-K on December 28, 2016, is revised by this Amendment No. 1 on Form 8-K/A to include an unaudited pro forma condensed consolidated statement of operations for the year ended December 31, 2016 giving effect to the disposition as if it occurred on January 1, 2016. The Partnership's consolidated balance sheet as of December 31, 2016 included in its Form 10-K filed on February 15, 2017 already reflects the CCCT disposition. Pro forma financial information with respect to the sale of assets is provided as Exhibit 99.1 to this Current Report on Form 8-K/A and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.**(b) Pro Forma Financial Information**

Unaudited Pro Forma Condensed Consolidated Financial Information. See Exhibit 99.1.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Unaudited Pro Forma Condensed Consolidated Financial Information

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 hereunto duly authorized.

MARTIN MIDSTREAM PARTNERS L.P.

By: Martin Midstream GP LLC,
Its General Partner

Date: February 15, 2017

By: /s/ Robert D. Bondurant,
Robert D. Bondurant,
Executive Vice President and
Chief Financial Officer

INDEX TO EXHIBITS

Exhibit Number	Description
99.1	Unaudited Pro Forma Condensed Consolidated Financial Information

MARTIN MIDSTREAM PARTNERS L.P.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The following unaudited pro forma condensed consolidated financial information is based upon the historical financial statements of the Partnership, adjusted to reflect the disposition of its 900,000 barrel crude oil storage terminal known as the Corpus Christi Crude Terminal (or CCCT), its refined product barge terminal, certain pipelines and related easements as well as dockage and trans-loading assets (collectively, the "CCCT Assets").

The following unaudited pro forma condensed consolidated financial information of the Partnership should be read in conjunction with the related notes and with the historical consolidated financial statements of the Partnership and the related notes included in previous filings with the Securities and Exchange Commission. The unaudited pro forma condensed consolidated statement of operations gives effect to the disposition as if it occurred on January 1, 2016. The pro forma adjustments, described in the related notes, are based on the best available information and certain assumptions that the Partnership's management believes are reasonable.

The unaudited pro forma condensed consolidated financial information is presented for informational purposes only and do not purport to be indicative of the actual operating results or financial position that would have occurred if the transaction described above had occurred as presented in such statements. In addition, future results may vary significantly from the results reflected in such statements. For example, this financial information does not reflect any potential earnings from the use of the proceeds from the disposition or reductions of previously allocated corporate costs.

MARTIN MIDSTREAM PARTNERS L.P.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
Year Ended December 31, 2016
(Dollars in thousands, except per unit amounts)

	MMLP Historical	Adjustments for CCCT Assets	Pro Forma Consolidated
Revenues:			
Terminalling and storage	\$ 123,132	\$ (20,598) A	\$ 102,534
Marine transportation	58,290	—	58,290
Natural gas services	61,133	—	61,133
Sulfur services	10,800	—	10,800
Product sales:			
Natural gas services	330,200	—	330,200
Sulfur services	130,258	—	130,258
Terminalling and storage	113,578	—	113,578
	<u>574,036</u>	<u>—</u>	<u>574,036</u>
Total revenues	<u>827,391</u>	<u>(20,598)</u>	<u>806,793</u>
Costs and expenses:			
Cost of products sold: (excluding depreciation and amortization)			
Natural gas services	289,516	—	289,516
Sulfur services	87,963	—	87,963
Terminalling and storage	94,175	—	94,175
	<u>471,654</u>	<u>—</u>	<u>471,654</u>
Expenses:			
Operating expenses	158,864	(8,752) A	150,112
Selling, general and administrative	34,385	(20) A	34,365
Impairment of long lived assets	26,953	—	26,953
Impairment of goodwill	4,145	—	4,145
Depreciation and amortization	92,132	(5,381) A	86,751
Total costs and expenses	<u>788,133</u>	<u>(14,153)</u>	<u>773,980</u>
Other operating income (loss)	<u>33,400</u>	<u>(37,345) A</u>	<u>(3,945)</u>
Operating income	<u>72,658</u>	<u>(43,790)</u>	<u>28,868</u>
Other income (expense):			
Equity in earnings of WTLPG	4,714	—	4,714
Interest expense, net	(46,100)	3,025 B	(43,075)
Other, net	1,106	(14) A	1,092
Total other expense	<u>(40,280)</u>	<u>3,011</u>	<u>(37,269)</u>
Net income (loss) before taxes	<u>32,378</u>	<u>(40,779)</u>	<u>(8,401)</u>
Income tax expense	<u>(726)</u>	<u>153 A</u>	<u>(573)</u>
Income (loss) from continuing operations	<u>31,652</u>	<u>(40,626)</u>	<u>(8,974)</u>
Less general partner's interest in net (income) loss	<u>(8,419)</u>	<u>816</u>	<u>(7,603)</u>
Less (income) loss allocable to unvested restricted units	<u>(90)</u>	<u>116</u>	<u>26</u>
Limited partners' interest in net income (loss)	<u>\$ 23,143</u>	<u>\$ (39,694)</u>	<u>\$ (16,551)</u>
Net income per limited partner unit - basic and diluted	<u>\$ 0.65</u>		<u>\$ (0.47)</u>
Weighted average limited partner units - basic	<u>35,347,032</u>		<u>35,347,032</u>
Weighted average limited partner units - diluted	<u>35,375,263</u>		<u>35,347,032</u>

MARTIN MIDSTREAM PARTNERS L.P.
NOTES TO PRO FORMA UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in thousands)

- (A) To reflect the removal of the operating results of the CCCT Assets including the gain on sale of \$37,345 as if the transaction occurred on January 1, 2016.
- (B) To reflect the reduction in interest expense due to repayment of borrowings under the revolving credit facility using the net cash proceeds from the sale of CCCT Assets.