

Buckeye GP Holdings L.P.
Form 425
August 20, 2010

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): August 20, 2010 (August 18, 2010)

Buckeye GP Holdings L.P.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

001-32963
(Commission File
Number)

11-3776228
(I.R.S. Employer
Identification No.)

**One Greenway Plaza
Suite 600
Houston, TX**
(Address of Principal Executive Offices)

77046
(Zip Code)

Registrant's telephone number, including area code: **(832) 615-8600**

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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

Buckeye GP Holdings L.P. (the Partnership) previously disclosed that on June 10, 2010, the Partnership, MainLine Management LLC, the Partnership s general partner (the Partnership GP), Buckeye Partners, L.P. (BPL), Buckeye GP LLC, BPL s general partner (BPL GP), and Grand Ohio, LLC (MergerCo) entered into an Agreement and Plan of Merger (the the Original Agreement), pursuant to which MergerCo will be merged into the Partnership, with the Partnership as the surviving entity (the Merger), the incentive compensation agreement (also referred to as the incentive distribution rights) held by BPL GP will be extinguished, the general partner units held by BPL GP (representing an approximate 0.5% general partner interest in BPL) will be converted to a noneconomic interest, all of the economic interest in the Partnership will be acquired by BPL and the Partnership s unitholders will receive aggregate consideration of approximately 20 million units representing limited partner interests in BPL (LP Units).

First Amended and Restated Agreement and Plan of Merger

On August 18, 2010, the Partnership, the Partnership GP, BPL, BPL GP and MergerCo entered into a First Amended and Restated Agreement and Plan of Merger (the Merger Agreement). The terms of the Merger Agreement were unanimously approved by the audit committee, comprised of independent directors, of the board of directors of BPL GP (the BPL Board), and by the board of directors of the Partnership GP (with the chief executive officer of the Partnership GP and BPL GP recusing himself).

The Merger Agreement amends and restates the Original Agreement to, among other things, (1) provide that, after the Merger, the Partnership GP (through the Partnership) will continue to have the right to appoint, remove and replace all of the directors on the BPL Board until the earlier to occur of (a) the receipt of approvals from the California Public Utilities Commission and the Pennsylvania Public Utility Commission of the provisions of BPL s Amended and Restated Agreement of Limited Partnership (a form of which is attached as Annex B to the Merger Agreement) which provide the holders of LP Units (other than BGH GP Holdings, LLC and its affiliates) with the right to elect some or all of the members of the BPL Board or (b) a determination by the BPL Board that such approvals are not required; (2) remove the obligations of the Partnership and BPL to cause comfort letters to be delivered to each other as a condition to the closing of the Merger; and (3) make certain technical amendments to the Original Agreement and the form of BPL s Amended and Restated Partnership Agreement.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which is filed as Exhibit 2.1 hereto and is incorporated into this report by reference.

The following text is required by SEC rules:

The Partnership and BPL have filed a joint proxy statement/prospectus and other documents with the SEC in relation to the Merger. Investors are urged to read these documents carefully because they contain important information regarding the Partnership, BPL, and the transaction. Once finalized, a definitive joint proxy statement/prospectus will be sent to unitholders of the Partnership and BPL seeking their approvals as contemplated by the Merger Agreement. Once available, investors may obtain a free copy of the joint proxy statement/prospectus and other documents containing information about the Partnership and BPL, without charge, at the SEC s website at www.sec.gov. Copies of the joint proxy statement/prospectus and the SEC filings incorporated by reference in the joint proxy statement/prospectus may also be obtained free of charge by contacting Investor Relations at (800) 422-2825, or by accessing www.buckeyeegp.com or www.buckeye.com.

The Partnership, BPL, and the officers and directors of the Partnership GP and BPL GP may be deemed to be participants in the solicitation of proxies from their security holders. Information about these entities and persons can be found in the Partnership s and BPL s Annual Reports on Form 10-K for the year ended December 31, 2009. Additional information about such entities and persons may also be obtained from the joint proxy statement/prospectus.

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ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

- 2.1 First Amended and Restated Agreement and Plan of Merger, dated August 18, 2010, by and among Buckeye Partners, L.P., Buckeye GP LLC, Buckeye GP Holdings L.P., MainLine Management LLC and Grand Ohio, LLC (Incorporated by reference to Annex A to Buckeye Partners, L.P.'s Registration Statement on Form S-4/A filed on August 19, 2010).*

* Schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Partnership agrees to furnish supplementally a copy of the omitted schedules to the SEC upon request.

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SIGNATURE

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.

BUCKEYE GP HOLDINGS L.P.

By: MainLine Management LLC,
its General Partner

By: /s/ William H. Schmidt, Jr.
William H. Schmidt, Jr.
Vice President, General Counsel and
Secretary

Dated: August 20, 2010

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* Schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Partnership agrees to furnish supplementally a copy of the omitted schedules to the SEC upon request.