

**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 31, 2018**

TRANSMONTAIGNE PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-32505

(Commission File Number)

34-2037221

(I.R.S. Employer
Identification Number)

1670 Broadway, Suite 3100, Denver, CO 80202

(Address of principal executive offices)

Registrant's telephone number, including area code: **303-626-8200**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

On January 31, 2018, TransMontaigne Partners L.P. (the "**Partnership**") issued a press release announcing its intention to offer, subject to market and other conditions, \$300 million aggregate principal amount of senior unsecured notes due 2026 (the "**Notes**"). The Notes will be issued pursuant to an indenture entered into among the Partnership and TLP Finance Corp., as co-issuers of the Notes, certain wholly owned subsidiaries of the Partnership and U.S. Bank National Association, as Trustee for the Notes. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

The information set forth in this Item 7.01 and the attached Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended ("**Exchange Act**"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Exhibits.

(d) *Exhibits.*

| Exhibit No. | Description of Exhibit |
|-------------|--|
| 99.1 | TransMontaigne Partners L.P. Press Release, dated January 31, 2018 |

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.

TRANSMONTAIGNE PARTNERS L.P.

By: TransMontaigne GP L.L.C., its general partner

By: /s/ Michael A. Hammell
Michael A. Hammell
Executive Vice President, General Counsel and Secretary

Date: January 31, 2018

**TRANSMONTAIGNE PARTNERS L.P. ANNOUNCES
PUBLIC OFFERING OF SENIOR NOTES**

January 31, 2018**Immediate Release**

Denver, Colorado—TransMontaigne Partners L.P. (NYSE:TLP) (the “Partnership”) today announced the commencement of an underwritten public offering (the “Offering”) of \$300 million in aggregate principal amount of senior unsecured notes due 2026 (the “Notes”) of the Partnership and TLP Finance Corp., the Partnership’s wholly owned subsidiary.

The Partnership intends to use the proceeds from the Offering to repay existing indebtedness under its revolving credit facility, for general partnership purposes, and to pay transaction fees and expenses.

RBC Capital Markets, BofA Merrill Lynch, Citigroup, Credit Suisse, MUFG and Wells Fargo Securities will act as joint book-running managers for the offering. ABN AMRO, BMO Capital Markets, PNC Capital Markets LLC, US Bancorp and BBVA will act as co-managers.

When available, copies of the preliminary prospectus supplement, prospectus supplement and accompanying base prospectus relating to the offering may be obtained free of charge on the Securities and Exchange Commission’s website at www.sec.gov or from the underwriters of the offering as follows:

RBC Capital Markets
200 Vesey Street, 8th Floor
New York, NY 10281
Attention: High Yield Capital Markets
Email: usdebtcapitalmarkets@rbccm.com
Fax: (212) 618-2210

The Notes will be offered and sold pursuant to an effective shelf registration statement previously filed with the Securities and Exchange Commission. This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering is being made only by means of a prospectus and related prospectus supplement meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

About TransMontaigne Partners L.P.

TransMontaigne Partners L.P. is a terminaling and transportation company based in Denver, Colorado with operations in the United States along the Gulf Coast, in the Midwest, in Houston and Brownsville, Texas, along the Mississippi and Ohio Rivers, in the Southeast and on the West Coast. We provide integrated terminaling, storage, transportation and related services for customers engaged in the distribution and marketing of light refined petroleum products, heavy

refined petroleum products, crude oil, chemicals, fertilizers and other liquid products. Light refined products include gasolines, diesel fuels, heating oil and jet fuels, and heavy refined products include residual fuel oils and asphalt.

Forward-Looking Statements

This press release includes statements that may constitute forward-looking statements. Although the Partnership believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions, such statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. A number of factors could cause actual results to differ materially from the Partnership’s expectations and adversely affect its business and results of operations. See “Item 1A. Risk Factors” in the Partnership’s Annual Report on Form 10-K for the year ended December 31, 2016, filed with the Securities and Exchange Commission on March 14, 2017, and other public filings and press releases. Except as required by law, the Partnership undertakes no obligation to publicly update or revise any forward-looking statements.

CONTACT:

TransMontaigne Partners L.P.
(303) 626-8200

Frederick W. Boutin, Chief Executive Officer
Robert T. Fuller, Chief Financial Officer
