

**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) December 19, 2005

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))

Item 1.01 Entry into a Material Definitive Agreement.

On December 19, 2005, we reached an agreement to purchase two petroleum products terminals in Mobile, Alabama, from an indirect wholly owned subsidiary of TransMontaigne Inc. ("TMG") effective January 1, 2006. The Mobile terminals will be acquired in accordance with our right to acquire from TMG any qualified petroleum products terminals within two years of their acquisition by TMG as set forth in, and in accordance with the terms of, the omnibus agreement between TMG and us. TMG acquired these terminals in connection with its acquisition of a third party on August 1, 2005. The Mobile terminals have storage capacity for approximately 240,000 barrels of low sulfur diesel, high sulfur diesel, No. 6 oil and various lube oils. The purchase price will be approximately \$18.0 million. We expect to utilize additional borrowings under our \$75 million senior secured credit facility to finance the cost of this transaction.

In connection with this transaction, we will enter into a terminaling services agreement with TMG under which TMG will agree to provide terminaling services for the acquired petroleum products terminals. TMG will provide these services under substantially the same terms as it provides terminaling services to our other petroleum products terminals.

A copy of the press release announcing the transaction is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(a) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	TransMontaigne Partners L.P. press release dated December 19, 2005.

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 21, 2005

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

By: /s/ Randall J. Larson
Randall J. Larson
Executive Vice President, Chief
Financial Officer and Chief
Accounting Officer

Exhibit Index

Exhibit No.	Description of Exhibit
99.1	TransMontaigne Partners L.P. press release dated December 19, 2005.



Contact: Donald H. Anderson, President/CEO
 William S. Dickey, Executive Vice President/COO
 Randall J. Larson, Executive Vice President/CFO
 303-626-8200

**TRANSMONTAIGNE PARTNERS L.P. ACQUIRES
 PETROLEUM PRODUCTS TERMINALS**

Monday, December 19, 2005

Immediate Release

Denver, Colorado— TransMontaigne Partners L.P. (NYSE: TLP) today announced that it purchased a petroleum products terminal from Magellan Pipeline Company, L.P. (“Magellan”) in Oklahoma City, Oklahoma effective October 31, 2005, and has reached an agreement to purchase two petroleum products terminals in Mobile, Alabama from an indirect wholly-owned subsidiary of TransMontaigne Inc. (“TMG”) effective January 1, 2006.

“These transactions demonstrate TLP’s growth strategy whereby we intend to purchase assets both from third parties, as well as from our general partner, TMG,” said Donald H. Anderson, Chairman. Mr. Anderson continued, “With the combination of our solid financial performance since going public on May 27, 2005, and the expected increase in distributable cash flow from these two transactions, we intend to increase the quarterly distribution by \$0.03 per unit to \$0.43 per unit, beginning with distributions for the quarter ending March 31, 2006. Our annual distribution will increase to \$1.72 per unit.”

- The Oklahoma City terminal has storage capacity for approximately 150,000 barrels of gasoline and low sulfur diesel. The purchase price was approximately \$2.0 million.
- The Mobile, Alabama terminals will be acquired in accordance with TLP’s right to acquire from TMG any qualified petroleum products terminals within two years of their acquisition by TMG. TMG acquired these terminals in connection with its acquisition of a third party on August 1, 2005. The Mobile, Alabama terminals have storage capacity for approximately 240,000 barrels of low sulfur diesel, high sulfur diesel, No. 6 oil and various lube oils. The purchase price will be approximately \$18.0 million.

TLP expects to utilize additional borrowings under its \$75 million senior secured credit facility to finance the cost of these two transactions.

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www.transmontaignepartners.com

TransMontaigne Partners L.P. is a refined petroleum products terminaling and pipeline company based in Denver, Colorado with operations currently in Florida, Southwest Missouri and Northwest Arkansas. We provide integrated terminaling, storage, pipeline and related services for companies engaged in the distribution and marketing of refined petroleum products and crude oil, including TransMontaigne Inc. The Company handles light refined products such as gasolines, distillates (including heating oil) and jet fuels; heavy refined products such as residual fuel oils and asphalt; and crude oil. Corporate news and additional information about TransMontaigne Partners L.P. is available on the Company’s web site: www.transmontaignepartners.com.

Forward-Looking Statements

This press release includes statements that may constitute forward-looking statements made pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995. This information may involve risks and uncertainties that could cause actual results to differ materially from the forward- looking statements. Although the Company 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.

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