

STONEMOR PARTNERS LP  
Form 8-K  
November 19, 2015

**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): November 19, 2015**

**StoneMor Partners L.P.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**001-32270**  
**(Commission**  
**File Number)**

**80-0103159**  
**(IRS Employer**  
**Identification No.)**

**311 Veterans Highway, Suite B, Levittown, PA 19056**

**(Address of Principal Executive Offices) (Zip Code)**

**(215) 826-2800**

**(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 1.01 Entry into a Material Definitive Agreement.**

On November 19, 2015, StoneMor Partners L.P., a Delaware limited partnership (the Partnership), StoneMor GP LLC, a Delaware limited liability company (the General Partner), StoneMor Operating LLC, a Delaware limited liability company ( Operating LLC, and together with the Partnership and the General Partner, the Partnership Parties) entered into an At-the-Market Issuance Sales Agreement (the ATM Agreement) with FBR Capital Markets & Co., MLV & Co. LLC and Janney Montgomery Scott LLC as sales agents (each an Agent and collectively the Agents). Pursuant to the terms of the ATM Agreement, the Partnership may sell from time to time through the Agents the Partnership's common units representing limited partner interests having an aggregate offering price of up to \$100,000,000 (the Common Units). Sales of the Common Units, if any, will be made by any method permitted by law deemed to be an at the market offering, including ordinary brokers transactions through the facilities of the New York Stock Exchange, to or through a market maker, or directly on or through an electronic communication network, a dark pool or any similar market venue, at market prices, in block transactions, or as otherwise agreed upon by the Partnership and one or more of the Agents.

In connection with each sale of the Common Units pursuant to the ATM Agreement, the Partnership will provide a placement notice to the Agents containing the parameters in accordance with which Common Units are to be sold, including, but not limited to, the number of Common Units and the time period during which such sales are requested to be made, subject to the terms and conditions of the ATM Agreement.

The Partnership intends to use the net proceeds from any sales pursuant to the ATM Agreement, after deducting the sales agents' commissions and the Partnership's offering expenses, to pay down outstanding indebtedness under its revolving credit facility.

The Common Units will be issued pursuant to the Partnership's existing effective shelf registration statement on Form S-3 (File No. 333-192670), which was declared effective by the Securities and Exchange Commission on December 16, 2013, and a prospectus supplement thereto.

The ATM Agreement contains customary representations, warranties and agreements by the Partnership Parties, indemnification obligations of the Partnership Parties and the Agents, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The foregoing description of the ATM Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the ATM Agreement, a copy of which is filed herewith as Exhibit 1.1 and is incorporated by reference herein. Legal opinions relating to the Common Units are filed herewith as Exhibits 5.1 and 8.1.

The Agents and certain of their affiliates have from time to time performed, and may in the future perform, various financial advisory and commercial and investment banking services for the Partnership and its affiliates, for which they have received and in the future will receive customary compensation and expense reimbursement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

**Exhibit**

**No.**

**Description**

1.1

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At-the-Market Issuance Sales Agreement, dated as of November 19, 2015, by and among StoneMor Partners L.P., StoneMor GP LLC, StoneMor Operating LLC and FBR Capital Markets & Co., MLV & Co. LLC and Janney Montgomery Scott LLC.

- 5.1 Opinion of Vinson & Elkins L.L.P. as to the legality of the offered Common Units.
- 8.1 Opinion of Vinson & Elkins L.L.P. regarding tax matters.
- 23.1 Consent of Vinson & Elkins L.L.P. (included in its opinion filed as Exhibit 5.1).
- 23.2 Consent of Vinson & Elkins L.L.P. (included in its opinion filed as Exhibit 8.1).

**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.

**STONEMOR PARTNERS L.P.**

By: StoneMor GP LLC

its General Partner

Dated: November 19, 2015

By: /s/ Sean P. McGrath

Name: Sean P. McGrath

Title: Chief Financial Officer and Secretary

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                                                                                                                                                                                                                |
|------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
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| 5.1                    | Opinion of Vinson & Elkins L.L.P. as to the legality of the offered Common Units.                                                                                                                                                 |
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| 23.1                   | Consent of Vinson & Elkins L.L.P. (included in its opinion filed as Exhibit 5.1).                                                                                                                                                 |
| 23.2                   | Consent of Vinson & Elkins L.L.P. (included in its opinion filed as Exhibit 8.1).                                                                                                                                                 |