

GENESIS ENERGY LP  
Form SC 13G/A  
February 17, 2009

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G/A**

**(Amendment No. 2)**

**Under the Securities Exchange Act of 1934**

**GENESIS ENERGY, L.P.**

**(Name of Issuer)**

**Common Units**

**(Title of Class of Securities)**

**371927**

**(CUSIP Number)**

**June 4, 2008**

**(Date of Event which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 371927

Page 2 of 9 Pages

**1** NAME OF REPORTING PERSON  
IRS IDENTIFICATION NO. OF REPORTING PERSON:

Denbury Resources Inc.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

- (a)
- (b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

**5** SOLE VOTING POWER  
NUMBER OF (1)

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY (1)

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON (1)

**8** SHARED DISPOSITIVE POWER  
WITH (1)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

4,028,096<sup>(1)</sup>

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES (See Instructions):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11:

10.3%<sup>(2)</sup>

**12** TYPE OF REPORTING PERSON (See Instructions):

CO

(1) 1,199,041 limited partner interests in Genesis Energy, L.P. (the Common Units ) were acquired by Denbury Onshore, LLC on June 4, 2008. Denbury Onshore, LLC, directly beneficially owns and has sole voting and investment power with respect to said 1,199,041 Common Units. Neither Denbury Onshore, LLC nor its direct parent company, Denbury Operating Company is a reporting person as neither holds more than 5% of the outstanding Common Units. Denbury Onshore, LLC is a wholly-owned subsidiary of Denbury Operating Company, which in turn is a wholly-owned subsidiary of Denbury Resources Inc. See Exhibit A.

2,829,055 Common Units are directly beneficially owned by Genesis Energy, LLC, which has sole voting and investment power with respect to the Common Units. Genesis Energy, LLC is a wholly-owned subsidiary of Denbury Gathering & Marketing, Inc., which in turn is a wholly-owned subsidiary of Denbury Resources Inc.

(2) Based on 39,452,000 Common Units of the Issuer issued and outstanding as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009.

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1 NAME OF REPORTING PERSON  
IRS IDENTIFICATION NO. OF REPORTING PERSON:

Denbury Gathering & Marketing, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

5 SOLE VOTING POWER

NUMBER OF (3)

6 SHARED VOTING POWER

BENEFICIALLY OWNED BY (3)

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON (3)

8 SHARED DISPOSITIVE POWER

WITH (3)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,829,055<sup>(3)</sup>

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES (See Instructions):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11:

7.2%

**12** TYPE OF REPORTING PERSON (See Instructions):

CO

(3) 2,829,055 Common Units are directly beneficially owned by Genesis Energy, LLC, which has sole voting and investment power with respect to the Common Units. Genesis Energy, LLC is a wholly-owned subsidiary of Denbury Gathering & Marketing, Inc., which in turn is a wholly-owned subsidiary of Denbury Resources Inc.

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**1** NAME OF REPORTING PERSON  
IRS IDENTIFICATION NO. OF REPORTING PERSON:

Genesis Energy, LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

- (a)
- (b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

**5** SOLE VOTING POWER

NUMBER OF 2,829,055

**6** SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER  
-0-

**7** EACH REPORTING PERSON SOLE DISPOSITIVE POWER  
2,829,055

**8** WITH SHARED DISPOSITIVE POWER  
-0-

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,829,055

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES (See Instructions):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11:

7.2%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

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**Item 1(a) Name of Issuer:**

Genesis Energy, L.P.

**Item 1(b) Address of Issuer s Principal Executive Offices:**

919 Milam, Suite 2100  
Houston, Texas 77002

**Item 2(a) Name of Person Filing:**

Denbury Resources Inc.  
Denbury Gathering & Marketing, Inc.  
Genesis Energy, LLC

**Item 2(b) Address of Principal Business Office or, if None, Residence:**

Genesis Energy, LLC	919 Milam, Suite 2100 Houston, Texas 77002
Denbury Gathering & Marketing, Inc.	5100 Tennyson Parkway, Suite 1200 Plano, Texas 75024
Denbury Resources Inc.	5100 Tennyson Parkway, Suite 1200 Plano, Texas 75024

**Item 2(c) Citizenship:**

Genesis Energy, LLC	Delaware
Denbury Gathering & Marketing, Inc.	Delaware
Denbury Resources Inc.	Delaware

**Item 2(d) Title of Class of Securities:** Common Units

**Item 2(e) CUSIP Number:** 371927

**Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

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This Amendment is being filed to amend and restate Item 4 as follows:

**Item 4 Ownership.**

(a) Amount beneficially owned:

4,028,096 Common Units\*

(b) Percent of Class:

10.3%

(c) Number of Shares as to Which the Person Has:\*\*

(i) sole power to vote or to direct the vote:

Denbury Resources Inc. 0

Denbury Gathering & Marketing, Inc. 0

Genesis Energy, LLC 2,829,055

(ii) shared power to vote or to direct the vote:

Denbury Resources Inc. 0

Denbury Gathering & Marketing, Inc. 0

Genesis Energy, LLC 0

(iii) sole power to dispose or to direct the disposition of:

Denbury Resources Inc. 0

Denbury Gathering & Marketing, Inc. 0

Genesis Energy, LLC 2,829,055

(iv) shared power to dispose or to direct the disposition of:

Denbury Resources Inc. 0

Denbury Gathering & Marketing, Inc. 0

Genesis Energy, LLC 0

\* This Amendment No. 2 is filed to amend Item 4(a) to reflect the acquisition by Denbury Onshore, LLC of 1,199,041 Common Units on June 4, 2008. Denbury

Onshore, LLC directly beneficially owns and has sole voting and investment power with respect to said 1,199,041 Common Units. Neither Denbury Onshore, LLC nor its direct parent company, Denbury Operating Company is reflected as a reporting person in this report as neither holds more than 5% of the outstanding Common Units. Denbury Onshore, LLC is a wholly-owned subsidiary of Denbury Operating Company, which in turn is a wholly-owned subsidiary of Denbury Resources Inc. See Exhibit A.

\*\* 2,829,055 Common Units are directly beneficially owned by Genesis Energy, LLC, which has sole voting and investment power with respect to 2,829,055

Common Units.  
Genesis Energy,  
LLC is a  
wholly-owned  
subsidiary of  
Denbury  
Gathering &  
Marketing, Inc.,  
which in turn is  
a wholly-owned  
subsidiary of  
Denbury  
Resources Inc.

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**Item 5 Ownership of Five Percent or Less of a Class.**

Not Applicable

**Item 6 Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

Denbury Onshore, LLC. See Exhibit A.

**Item 8 Identification and Classification of Members of the Group.**

Not Applicable

**Item 9 Notice of Dissolution of Group.**

Not Applicable

**Item 10 Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 2009

DENBURY RESOURCES INC.

By: /s/ Phil Rykhoek  
Name: Phil Rykhoek  
Title: Senior Vice President and Chief  
Financial Officer

DENBURY GATHERING & MARKETING,  
INC.

By: /s/ Phil Rykhoek  
Name: Phil Rykhoek  
Title: Senior Vice President and Chief  
Financial Officer

GENESIS ENERGY, LLC

By: /s/ Karen Pape  
Name: Karen Pape  
Title: Senior Vice President