

STONEMOR PARTNERS LP  
Form 8-K  
March 29, 2011

**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) March 29, 2011**

**StoneMor Partners L.P.**

(Exact Name of Registrant as Specified in Its Charter)

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

**000-50910**  
(Commission  
File Number)

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

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

**(Address of principal executive offices)**

**Registrant's telephone number, including area code (215) 826-2800**

**19056**  
**(Zip Code)**

**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 2.02. Results of Operations and Financial Condition**

On March 29, 2011, the Registrant issued a press release. A copy of the press release is furnished as Exhibit 99.1 to this report.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

- (a) Financial statements of businesses acquired.

None.

- (b) Pro forma financial information.

None.

- (c) Exhibits.

The following exhibit is filed herewith:

| <b>Exhibit<br/>No.</b> | <b>Description</b>                  |
|------------------------|-------------------------------------|
| 99.1                   | Press Release dated March 29, 2011. |

**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 hereunto duly authorized.

**STONEMOR PARTNERS L.P.**

By: StoneMor GP LLC  
its general partner

Date: March 29, 2011

By: /s/ WILLIAM R. SHANE  
Name: **William R. Shane**  
Title: **Executive Vice President and Chief Financial Officer**

**Exhibit Index**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                  |
|------------------------|-------------------------------------|
| 99.1                   | Press Release dated March 29, 2011. |