

PACIFIC ENERGY PARTNERS LP
Form 8-K
March 29, 2004

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**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)

March 24, 2004

PACIFIC ENERGY PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

313345
(Commission
File Number)

68-0490580
(IRS Employer
Identification No.)

5900 Cherry Avenue
Long Beach, CA 90805-4408
(Address of Principal Executive Offices)

(562) 728-2800
(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS.

On March 24, 2004, Pacific Energy Partners, L.P., a Delaware limited partnership (the "*Partnership*"), Pacific Energy GP, Inc., a Delaware corporation and the general partner of the Partnership ("*GP Inc.*"), Pacific Energy Group LLC, a Delaware limited liability company and a wholly owned subsidiary of the Partnership ("*PEG*"), PEG Canada GP LLC, a Delaware limited liability company and a wholly owned subsidiary of the Partnership ("*Canada GP*"), and PEG Canada, L.P., a Delaware limited partnership, whose sole general partner is Canada GP (the "*Canadian Operating Company*"), entered into an underwriting agreement in connection with the offering and sale (the "*Offering*"), by the Partnership of up to 4,830,000 common units representing limited partner interests in the Partnership. The common units to be offered and sold in the Offering have been registered under the Securities Act of 1933, as amended (the "*Securities Act*"), pursuant to a Registration Statement on Form S-3 (SEC File Nos.: 333-107609, 333-107609-01, 333-107609-02, 333-107609-03, 333-107609-04 and 333-107609-05) (the "*Registration Statement*"), filed on August 1, 2003, by the Partnership, PEG and certain subsidiaries of PEG with the Securities and Exchange Commission

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(the "Commission"). The Registration Statement was declared effective by the Commission on August 8, 2003. In connection with the Offering, a final prospectus supplement dated March 24, 2004, has been filed pursuant to Rule 424(b) promulgated under the Securities Act.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial Statements of Business Acquired.
Not applicable.
- (b) Pro Forma Financial Statements.

Not applicable.
- (c) Exhibits.
 - 1.1 Underwriting Agreement dated March 24, 2004 by and among Pacific Energy Partners, L.P., Pacific Energy GP, Inc., Pacific Energy Group LLC, PEG Canada GP LLC, PEG Canada, L.P., Lehman Brothers Inc., Citigroup Global Markets Inc., UBS Securities LLC, A.G. Edwards & Sons, Inc. and RBC Capital Markets Corporation
 - 5.1 Opinion of Vinson & Elkins L.L.P.
 - 8.1 Opinion of Vinson & Elkins L.L.P.
 - 23.1 Consent of Vinson & Elkins L.L.P. (included in Exhibits 5.1 and 8.1 hereto)

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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.

PACIFIC ENERGY PARTNERS, L.P.

By: **PACIFIC ENERGY GP, INC.**
its General Partner

By: /s/ GERALD A. TYWONIUK

Gerald A. Tywoniuk
Senior Vice President, Chief Financial Officer
and Treasurer

Date: March 24, 2004

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EXHIBIT INDEX

**Exhibit
Number**

Description

1.1

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5.1	Opinion of Vinson & Elkins L.L.P.
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