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Blueknight Energy Partners, L.P.
Form 8-K
November 22, 2017

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): November 22, 2017

BLUEKNIGHT ENERGY PARTNERS, L.P.
(Exact name of Registrant as specified in its charter)

| | | |
|---|---------------------------------------|--|
| DELAWARE (State of incorporation or organization) | 001-33503 (Commission file number) | 20-8536826 (I.R.S. employer identification number) |
|---|---------------------------------------|--|

| | |
|---|---------------------|
| 201 NW 10th, Suite 200 Oklahoma City, Oklahoma (Address of principal executive offices) | 73103 (Zip code) |
|---|---------------------|

Registrant's telephone number, including area code: (405) 278-6400

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. []

Item 3.02 Unregistered Sales of Equity Securities.

Pursuant to a Purchase & Sale Agreement, dated as of November 22, 2017 (the “Purchase Agreement”), among two wholly-owned subsidiaries of Blueknight Energy Partners, L.P. (the “Partnership”) and Ergon Asphalt & Emulsions, Inc. (“EA&E”) and Ergon Terminaling, Inc. (“ETI”), both subsidiaries of Ergon, Inc., the Partnership has agreed to acquire an asphalt terminalling facility located in Bainbridge, Georgia from EA&E and ETI for a total purchase price of \$10.5 million, consisting of 1,898,380 common units (the “Common Units”) representing limited partner interests in the Partnership (the “Acquisition”). The Acquisition is expected to close in the fourth quarter of 2017, subject to customary closing conditions.

The issuance of the Common Units under the Purchase Agreement will be made in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(a)(2) thereof and the regulations promulgated thereunder. The Partnership will rely on this exemption from registration based in part on representations made by EA&E and ETI.

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.

BLUEKNIGHT ENERGY PARTNERS,
L.P.

By: Blueknight Energy Partners G.P., L.L.C.
its General Partner

Date: November 22, 2017 By: /s/ Alex G. Stallings
Alex G. Stallings
Chief Financial Officer and Secretary