

Buckeye GP Holdings L.P.  
Form 8-K  
July 24, 2007

**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): **July 24, 2007**

**Buckeye GP Holdings L.P.**

(Exact Name of Registrant Specified in Charter)

**Delaware**  
(State or Other  
Jurisdiction of  
Incorporation)

**001-32963**  
(Commission File  
Number)

**11-3776228**  
(I.R.S. Employer  
Identification No.)

**Five TEK Park**  
**9999 Hamilton Blvd.**  
**Breinigsville, Pennsylvania**  
(Address of Principal Executive Offices)

**18031**  
(Zip Code)

Registrant's telephone number, including area code: **(610) 904-4000**

**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 8.01 Other Events.**

On July 24, 2007, Buckeye Partners, L.P. ( Buckeye ) issued a press release announcing its agreement to acquire all of the limited liability company membership interests in Lodi Gas Storage, L.L.C. ( LGS ), which owns and operates a natural gas storage facility located near Lodi, California, and an expansion facility, known as Kirby Hills, located approximately 45 miles west of the Lodi facility in northern California.

Buckeye GP Holdings L.P. ( BGH ) owns Buckeye GP LLC, the general partner of Buckeye, and 100 percent of the incentive distribution rights in Buckeye. BGH also owns the general partnership interests in certain of the operating subsidiaries of Buckeye.

The press release is attached hereto as Exhibit 99.1. The information furnished in the accompanying Exhibit 99.1 shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, and is not to be incorporated by reference into any filing of the Partnership.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release of Buckeye Partners, L.P. issued July 24, 2007.

**SIGNATURE**

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.

**BUCKEYE GP HOLDINGS L.P.**

By: MAINLINE MANAGEMENT LLC,  
its General Partner

By: STEPHEN C. MUTHER  
Stephen C. Muther  
Executive Vice President, Administration,  
and Legal Affairs

Dated: July 24, 2007

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Exhibit Index

Exhibit

99.1 Press release of Buckeye Partners, L.P. issued July 24, 2007.

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