

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2008-08-29** | Period of Report: **2008-08-29**
SEC Accession No. **0001193125-08-187328**

([HTML Version](#) on secdatabase.com)

FILER

NuStar GP Holdings, LLC

CIK: **1223786** | IRS No.: **850470977** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-32940** | Film No.: **081047517**
SIC: **4610** Pipe lines (no natural gas)

Mailing Address
2330 NORTH LOOP 1604
WEST
SAN ANTONIO TX 78248

Business Address
2330 NORTH LOOP 1604
WEST
SAN ANTONIO TX 78248
2109182000

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): August 29, 2008

NUSTAR GP HOLDINGS, LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-32940
(Commission File Number)

85-0470977
(IRS Employer
Identification No.)

2330 North Loop 1604 West
San Antonio, Texas
(Address of principal executive offices)

78248
(Zip Code)

Registrant's telephone number, including area code: (210) 918-2000

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:

- 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 7.01 Regulation FD Disclosure.

On August 29, 2008, NuStar GP Holdings, LLC, a Delaware limited liability company (the "Company"), issued a press release providing guidance for its fiscal 2008 third quarter. A copy of the press release is furnished with this report as Exhibit 99.1, and is incorporated herein by reference.

The information in this report is being furnished, not filed, pursuant to Regulation FD. Accordingly, the information in Items 7.01 and 9.01 of this report will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the information in this report is not intended to, and does not, constitute a determination or admission by the Company that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Company or any of its affiliates.

Safe Harbor Statement

Statements contained in the exhibit to this report state the Company's or its management's expectations or predictions of the future and are forward-looking statements intended to be covered by the safe harbor provisions of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. It is important to note that the Company's actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include those mentioned in the documents that the Company has filed with the Securities and Exchange Commission.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated August 29, 2008.

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.

NuStar GP Holdings, LLC

Date: August 29, 2008

By: /s/ Amy L. Perry

Amy L. Perry

Assistant Secretary

EXHIBIT INDEX

Number

Exhibit

99.1

Press Release dated August 29, 2008.

**NuStar Energy L.P. and NuStar GP Holdings, LLC Expect Highest Quarterly
Earnings in the History of Both Companies**

SAN ANTONIO, August 29, 2008 - NuStar Energy L.P. (NYSE:NS) today announced that the partnership expects to report record earnings applicable to limited partners for the third quarter of 2008 of at least \$2.25 per unit, primarily as a result of exceptionally strong asphalt margins. NuStar GP Holdings, LLC (NYSE:NSH) also announced today that the company expects to report record earnings of at least \$0.65 per unit for the third quarter of 2008. As a result, both companies believe that the current analyst consensus estimates for the third quarter and full year of 2008 remain too low.

“Third quarter earnings are shaping up to be outstanding as we continue to benefit from a strong asphalt market. In July alone, we earned nearly as much at NuStar Energy L.P. as the entire first quarter of 2008, which already was a record quarter, and August is shaping up to be just as good. As we noted in the second quarter earnings call, very tight supply conditions have resulted in a significant increase in the margins for the asphalt and intermediate products we produce. Due to much higher asphalt prices and lower feedstock costs, our margin per barrel for the third quarter is now expected to be in the range of \$15 to \$20 per barrel. In addition, despite higher prices, we continue to see good sales volumes for both asphalt and intermediate products. We expect to use a portion of the excess cash flows from the asphalt business to repay debt in the third quarter of 2008. We also expect to be in a position to recommend a distribution increase to our board of directors for the third quarter of 2008,” said Curt Anastasio, CEO and President of NuStar Energy L.P. and NuStar GP Holdings, LLC.

In addition, Curt Anastasio will make a presentation at the 2008 Lehman Brothers CEO Energy/Power Conference in New York, New York on Wednesday, September 3 at 3:45 p.m. ET. The purpose of the presentation will be to provide an update on company operations and asphalt fundamentals. A copy of the presentation and a link to the live webcast will be available at www.nustarenergy.com and www.nustargp.com in the Investor Relations portion of the Web sites.

NuStar Energy L.P. is a publicly traded, limited partnership based in San Antonio, with 9,063 miles of pipeline, 85 terminal facilities, four crude oil storage tank facilities and two asphalt refineries with a combined throughput capacity of 104,000 barrels per day. One of the largest asphalt refiners and marketers in the U.S. and the second largest independent liquids terminal operator in the nation, NuStar has operations in the United States, the Netherlands Antilles, Canada, Mexico, the Netherlands and the United Kingdom. The partnership's combined system has over 88 million barrels of storage capacity, and includes two asphalt refineries, crude oil and refined product pipelines, refined product terminals, a petroleum and specialty liquids storage and terminaling business, as well as crude oil storage facilities. For more information, visit NuStar Energy L.P.'s Web site at www.nustarenergy.com.

-More-

NuStar GP Holdings, LLC is a publicly traded limited liability company that owns the two percent general partner interest, an 18.4 percent limited partner interest and the incentive distribution rights in NuStar Energy L.P., one of the largest asphalt refiners and marketers in the U.S. and the second largest independent liquids terminal operator in the nation with operations in the United States, the Netherlands Antilles, Canada, Mexico, the Netherlands and the United Kingdom. For more information, visit NuStar GP Holdings, LLC' s Web site at www.nustargp.com.

Cautionary Statement Regarding Forward-Looking Statements

This press release includes forward-looking statements regarding future events. All forward-looking statements are based on the partnership and company's beliefs as well as assumptions made by and information currently available to the partnership and company. These statements reflect the partnership and company' s current views with respect to future events and are subject to various risks, uncertainties and assumptions. These risks, uncertainties and assumptions are discussed in NuStar Energy L.P. and NuStar GP Holdings, LLC. ' s 2007 annual reports on Form 10-K and subsequent filings with the Securities and Exchange Commission.