

Buckeye GP Holdings L.P.  
Form 8-K/A  
February 17, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K/A**

(AMENDMENT NO. 1)

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **February 10, 2009**

**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))
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**Explanatory Note**

This Amendment No. 1 amends and restates in its entirety Item 5.02(b) of the Current Report on Form 8-K filed by Buckeye GP Holdings L.P. with the Securities and Exchange Commission on February 17, 2009 for the sole purpose of properly disclosing that Stephen C. Muther will continue as an employee of Buckeye Pipe Line Services Company through June 30, 2009 as opposed to 2008. This Amendment No. 1 does not reflect any events that have occurred after the Form 8-K was originally filed on February 17, 2009.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On February 10, 2009, Mr. Stephen C. Muther advised MainLine Management LLC ( MainLine Management ), the general partner of Buckeye GP Holdings L.P. ( BGH ), of his intention to resign from his position of President of MainLine Management, effective February 17, 2009, due to his pending retirement. Mr. Muther will continue as an employee of Buckeye Pipe Line Services Company ( Services Company ) through June 30, 2009 in order to facilitate the transition of his responsibilities to his successor. Mr. Muther also indicated his intention to resign a similar position at Buckeye GP LLC ( Buckeye GP ), the general partner of Buckeye Partners, L.P. (NYSE: BPL) ( Buckeye ) effective February 17, 2009. BGH is the parent company of Buckeye GP.

In addition to the resignation of Mr. Muther, Mr. Eric A. Gustafson informed MainLine Management of his intention to retire effective February 17, 2009. Mr. Gustafson served as Senior Vice President and Chief Operating Officer of MainLine Management. Mr. Gustafson also indicated his intention to resign a similar position at Buckeye GP due to his retirement.

**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: WILLIAM H. SCHMIDT, JR.  
William H. Schmidt, Jr.  
Vice President, General Counsel, and  
Secretary

Dated: February 17, 2009