

STONEMOR PARTNERS LP  
Form 8-K  
September 20, 2010

**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) September 16, 2010**

**StoneMor Partners L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of

incorporation)

**000-50910**  
(Commission

File Number)

**311 Veterans Highway, Suite B, Levittown, PA 19056**

**80-0103159**  
(IRS Employer

Identification No.)

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (215) 826-2800

**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 1.01 Entry into a Material Definitive Agreement.**

On September 16, 2010, StoneMor Partners L.P. (the Partnership), StoneMor GP LLC, the general partner of the Partnership, and StoneMor Operating LLC, a wholly owned subsidiary of the Partnership, entered into an Underwriting Agreement (the Underwriting Agreement) with Raymond James & Associates, Inc. (the Underwriter). The Underwriting Agreement provides for the issuance and sale by the Partnership, in an underwritten public offering, of up to 1,725,000 common units representing limited partner interests in the Partnership ( Common Units ) (which includes an option to purchase up to 225,000 additional Common Units to cover over-allotments, if any, which was exercised in full by the Underwriter on September 17, 2010) (the Units Offering ) at a price to the public of \$24.00 per Common Unit.

The Partnership's sale of the Common Units in the Units Offering was registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to the Partnership's shelf registration statement on Form S-3 (File No. 333-144453) and the Partnership's registration statement on Form S-3 (File No. 333-169435).

The Partnership expects the Units Offering to close on September 22, 2010. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

On September 16, 2010, the Partnership issued a press release announcing the pricing of its Units Offering. The press release is being furnished with this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference herein. The information regarding the press release provided in this Item 7.01, including 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 (the Exchange Act), nor shall it be incorporated by reference in any filing made by the Partnership pursuant to the Securities Act or the Exchange Act, other than to the extent that such filing incorporates by reference any or all of such information by express reference thereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 1.1                | Underwriting Agreement, dated September 16, 2010, by and among StoneMor Partners L.P., StoneMor GP LLC, StoneMor Operating LLC and Raymond James & Associates, Inc. |
| 5.1                | Opinion of Vinson & Elkins L.L.P.   |
| 8.1                | Opinion of Vinson & Elkins L.L.P. regarding tax matters.  |
| 23.1               | Consents of Vinson & Elkins L.L.P. (included in Exhibits 5.1 and 8.1 hereto).   |
| 99.1               | Press Release issued September 16, 2010.  |

**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.

**STONEMOR PARTNERS L.P.**

By: StoneMor GP LLC  
its general partner

By: /s/ WILLIAM R. SHANE

Name: **William R. Shane**  
Title: **Executive Vice President and Chief Financial Officer**

Date: September 20, 2010

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**Exhibit Index**

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