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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 8, 2017**

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**SEMGROUP CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

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

**1-34736**  
(Commission File Number)

**20-3533152**  
(IRS Employer Identification No.)

**Two Warren Place  
6120 S. Yale Avenue, Suite 1500  
Tulsa, OK 74136-4231**  
(Address of Principal Executive Offices) (Zip Code)

**(918) 524-8100**  
(Registrant's Telephone Number, Including Area Code)

**Not applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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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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**Item 7.01 Regulation FD Disclosure.*****Tender Offer***

On March 8, 2017, SemGroup Corporation (the “Corporation”) issued a press release announcing that it has commenced a cash tender offer (the “Tender Offer”) to purchase any and all of the outstanding \$300.0 million in aggregate principal amount of its 7.5% Senior Notes due 2021 (the “2021 Notes”). The Corporation expects to redeem on June 15, 2017 any 2021 Notes not tendered in the Tender Offer pursuant to the redemption and satisfaction and discharge provisions of the indenture governing the 2021 Notes. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in this Item 7.01 (including the exhibit) shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and is not incorporated by reference into any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act.

**Item 8.01 Other Events.*****Offering of Senior Notes***

On March 8, 2017, the Corporation issued a press release announcing it has commenced an offering of \$325.0 million of senior unsecured notes due 2025 (the “Notes”) through a private placement to certain eligible purchasers in order to fund the repurchase of the 2021 Notes through the Tender Offer and any subsequent redemption. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

The press release is neither an offer to sell nor a solicitation of an offer to buy the Notes or any other securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful. The Notes and the guarantees thereof have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or applicable exemption from the registration requirements under the Securities Act and applicable state securities laws. The Notes are expected to be offered and sold only to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons outside of the United States pursuant to Regulation S under the Securities Act. The press release is being issued in accordance with Rule 135c under the Securities Act.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release (Tender Offer) dated March 8, 2017, issued by SemGroup Corporation.
99.2	Press Release (Note Offering) dated March 8, 2017, issued by SemGroup Corporation.

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**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.

SEMGROUP CORPORATION

Date: March 8, 2017

By: /s/ William H. Gault  
William H. Gault  
Corporate Secretary

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**EXHIBIT INDEX**

Exhibit No.

Description

99.1	Press Release (Tender Offer) dated March 8, 2017, issued by SemGroup Corporation.
99.2	Press Release (Note Offering) dated March 8, 2017, issued by SemGroup Corporation.



**SemGroup Corporation Announces Tender Offer  
for Any and All of its 7.50% Senior Notes Due 2021**

**Tulsa, Okla. – March 8, 2017**— SemGroup<sup>®</sup> Corporation (NYSE:SEMG) (“SemGroup”) announced today that it has commenced a cash tender offer to purchase any and all of its 7.50% senior notes due 2021 (the “2021 Notes”). As of March 7, 2017, there was \$300 million aggregate principal amount of the 2021 Notes outstanding. The tender offer is being made pursuant to an offer to purchase, dated today, and a related letter of transmittal and notice of guaranteed delivery. The tender offer will expire at 5:00 p.m., New York City time, on March 14, 2017, unless extended (the “Expiration Time”). Tendered 2021 Notes may be withdrawn at any time before the Expiration Time.

Holders of the 2021 Notes that are validly tendered and accepted at or prior to the Expiration Time, or who deliver to the depositary and information agent a properly completed and duly executed notice of guaranteed delivery and subsequently deliver such 2021 Notes, each in accordance with the instructions described in the offer to purchase, will receive total cash consideration of \$1,053.50 per \$1,000 principal amount of 2021 Notes, plus any accrued and unpaid interest to, but not including, the settlement date, which is expected to be March 15, 2016, subject to satisfaction of the Financing Condition described below.

The tender offer is contingent upon, among other things, SemGroup’s successful completion of a proposed debt financing transaction resulting in the gross proceeds of at least \$325 million (the “Financing Condition”). The tender offer is not conditioned on any minimum amount of 2021 Notes being tendered. SemGroup may amend, extend or terminate the tender offer, in its sole discretion. To the extent that any 2021 Notes are not tendered in the tender offer and the Financing Condition is satisfied, SemGroup intends to exercise its right under the governing indenture to optionally redeem such 2021 Notes on June 15, 2017 at a redemption price equal to 103.750% of the principal amount redeemed and any accrued and unpaid interest to the redemption date.

The tender offer is being made pursuant to the terms and conditions contained in the offer to purchase and related letter of transmittal and notice of guaranteed delivery, copies of which may be requested from the information agent for the tender offer, D.F. King & Co., Inc., by telephone at (877) 283-0319 (toll-free) or (212) 269-5550 (for banks and brokers only), or via the following web address: [www.dfking.com/semg](http://www.dfking.com/semg).

Persons with questions regarding the tender offer should contact the dealer manager for the tender offer, Credit Suisse Securities (USA) LLC, by telephone at (800) 820-1653 (U.S. toll free) or (212) 538-2147 (call collect).

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This Press Release does not constitute an offer to purchase or the solicitation of an offer to sell the securities described herein, nor shall there be any sale of these securities in any jurisdiction in which such an offer, solicitation or sale would be unlawful. This Press Release does not constitute a notice of redemption under the optional redemption provisions of the Indenture relating to the 2021 Notes.

### **Forward-Looking Statements**

Certain matters contained in this Press Release include “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We make these forward-looking statements in reliance on the safe harbor protections provided under the Private Securities Litigation Reform Act of 1995.

All statements, other than statements of historical fact, included in this press release, including regarding the tender offer and redemption and the related Financing Condition, may constitute forward-looking statements. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot assure you that these expectations will prove to be correct. These forward-looking statements are subject to certain known and unknown risks and uncertainties, as well as assumptions that could cause actual results to differ materially from those reflected in these forward-looking statements. Factors that might cause actual results to differ include, but are not limited to, (i) SemGroup’s business plans may change as circumstances warrant and the tender offer and related redemption may not ultimately be completed because of the Financing Condition, other conditions to the consummation of the tender offer, general market conditions or other factors or (ii) any of the factors discussed from time to time in each of our documents and reports filed with the Securities and Exchange Commission.

Readers are cautioned not to place undue reliance on any forward-looking statements contained in this press release, which reflect management’s opinions only as of the date hereof. Except as required by law, we undertake no obligation to revise or publicly release the results of any revision to any forward-looking statements.

#### Investor Relations:

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### **SemGroup Corporation Announces Proposed Private Offering of Senior Notes**

**Tulsa, Okla. – March 8, 2017** - SemGroup<sup>®</sup> Corporation (NYSE:SEMG) today announced that it intends to offer, subject to market and other conditions, \$325 million in aggregate principal amount of senior unsecured notes due 2025 (the Notes).

SemGroup intends to use the net proceeds of this offering: (i) to purchase all of SemGroup's outstanding 7.50% Senior Notes due 2021 pursuant to its concurrent tender offer, and, if necessary, redeem any such notes not acquired in the tender offer, (ii) to pay the fees and expenses associated with the tender offer, the related redemption and the offering of the Notes, and (iii) for general corporate purposes.

This press release is neither an offer to sell nor a solicitation of an offer to buy the Notes or any other securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful. The Notes and the guarantees thereof have not been registered under the Securities Act of 1933, as amended (the Securities Act), or any state securities laws and may not be offered or sold in the United States absent registration or applicable exemption from the registration requirements under the Securities Act and applicable state securities laws. The Notes are expected to be offered and sold only to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons outside of the United States pursuant to Regulation S under the Securities Act. This press release is being issued in accordance with Rule 135c under the Securities Act.

#### **Forward-Looking Statements**

Certain matters contained in this Press Release include "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. We make these forward-looking statements in reliance on the safe harbor protections provided under the Private Securities Litigation Reform Act of 1995.

All statements, other than statements of historical fact, included in this press release, including regarding the offering of the Notes, and the expected use of proceeds from such offering, may constitute forward-looking statements. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot assure you that these expectations will prove to be correct. These forward-looking statements are subject to certain known and unknown risks and uncertainties, as well as assumptions that could cause actual results to differ materially from those reflected in these forward-looking statements. Factors that might cause actual results to differ include, but are not limited to, (i) SemGroup's business plans may change as circumstances warrant and the offering of the Notes may not ultimately be completed because of general market conditions or other factors or (ii) any of the factors discussed from time to time in each of our documents and reports filed with the Securities and Exchange Commission.

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Readers are cautioned not to place undue reliance on any forward-looking statements contained in this press release, which reflect management's opinions only as of the date hereof. Except as required by law, we undertake no obligation to revise or publicly release the results of any revision to any forward-looking statements.

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