

STONEMOR PARTNERS LP

FORM 8-K

(Current report filing)

Filed 11/19/09 for the Period Ending 11/18/09

Address	311 VETERANS HIGHWAY SUITE B LEVITTOWN, PA 19056
Telephone	2158262800
CIK	0001286131
Symbol	STON
SIC Code	7200 - Services-Personal Services
Industry	Personal Services
Sector	Services
Fiscal Year	12/31

**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) November 18, 2009

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)

80-0103159
**(IRS Employer
Identification No.)**

311 Veterans Highway, Suite B, Levittown, PA 19056
(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))
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Item 8.01 Other Events.

On November 18, 2009, StoneMor Partners L.P. issued a press release announcing the pricing of a private \$150 million debt offering. A copy of the press release, attached hereto as Exhibit 99.1, is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued November 18, 2009.

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued November 18, 2009.

FOR IMMEDIATE RELEASE**STONEMOR PARTNERS L.P.****ANNOUNCES PRICING OF PRIVATE \$150 MILLION DEBT OFFERING**

LEVITTOWN, PA (BusinessWire) November 18, 2009 – StoneMor Partners L.P. (Nasdaq: STON) (“StoneMor”) announced today that its wholly owned subsidiaries, StoneMor Operating LLC, Cornerstone Family Services of West Virginia Subsidiary, Inc. and Osiris Holding of Maryland Subsidiary, Inc. (together, the “Issuers”) priced a private offering to eligible purchasers of \$150 million aggregate principal amount of Senior Notes due 2017 (the “Notes”). The notes mature on December 1, 2017 and will bear interest at a rate of 10.25% per year, payable semi-annually on June 1 and December 1 of each year, beginning on June 1, 2010. The Notes are offered at an initial offering price of 97.352 percent of par, which equates to an effective yield to maturity of approximately 10.75%. The offering is expected to settle and close on November 24, 2009, subject to customary closing conditions. The purpose of the offering is to prepay a portion of the outstanding borrowings under the Issuers’ existing credit facilities and to redeem \$17.5 million of outstanding Series B senior secured notes due 2012. Payment of the Notes will be unconditionally guaranteed on a senior unsecured basis by StoneMor and its existing and future subsidiaries (other than the Issuers) that guarantee, or are the borrowers under, StoneMor’s existing credit agreement. The private offering of the Notes is contingent upon the execution of an amendment to StoneMor’s existing senior secured debt obligations.

The Notes will not be registered under the Securities Act of 1933 or the securities laws of any state and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements under the Securities Act and applicable state securities laws. The Notes may be resold by the initial purchasers pursuant to Rule 144A and Regulation S under the Securities Act. This press release is being issued pursuant to Rule 135c under the Securities Act of 1933. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws, including statements regarding the expected offering and the use of proceeds. These statements reflect StoneMor’s current views with respect to future events and are based on management’s current assumptions and information currently available. Actual results may differ materially due to numerous factors including, without limitation, risks associated with market and economic conditions. StoneMor undertakes no obligation to update any forward-looking statements contained herein.

SOURCE: StoneMor Partners L.P.