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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 8, 2013**

**SEMGROUP CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**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 700  
Tulsa, OK 74136-4216**

(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)

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 2.02. Results of Operations and Financial Condition.**

On August 8, 2013, SemGroup Corporation (the "Company") issued a press release announcing second quarter 2013 results. A copy of the press release dated August 8, 2013, is attached as Exhibit 99.1 to this Form 8-K.

This information is being furnished pursuant to Item 2.02 of Form 8-K and 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"), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 8.01. Other Events.**

Investors and others should note that the Company announces material company information using its investor relations website ([ir.semgroupcorp.com](http://ir.semgroupcorp.com)), SEC filings, press releases, public conference calls and webcasts. Information about the Company, its business and its results of operations may also be announced by posts on the following social media channels:

- the Company's Twitter account ([twitter.com/SemGroupCorp](http://twitter.com/SemGroupCorp))
- the Company's LinkedIn account ([linkedin.com/company/semgroup-corporation](http://linkedin.com/company/semgroup-corporation))

The information that the Company posts on these social media channels could be deemed to be material information. As a result, the Company encourages investors, the media and others interested in the Company to review the information that it posts on these social media channels. These channels may be updated from time to time on the Company's investor relations website.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

The following exhibit is furnished herewith.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 8, 2013, issued by SemGroup Corporation.

## 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: August 8, 2013

By: /s/ Robert N. Fitzgerald  
Robert N. Fitzgerald  
Senior Vice President and Chief Financial Officer

## EXHIBIT INDEX

The following exhibit is furnished herewith.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 8, 2013, issued by SemGroup Corporation.

## **SemGroup Corporation Reports Second Quarter 2013 Results**

*Second Quarter Adjusted EBITDA Increased 23% Over Previous Quarter*

**Tulsa, OK - August 8, 2013** - SemGroup<sup>®</sup> Corporation (NYSE: SEMG) (SemGroup) today announced its financial results for the three months ended June 30, 2013.

SemGroup's adjusted earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA) was \$43.6 million for the second quarter 2013, compared to \$35.5 million for the first quarter 2013 and \$30.3 million for the second quarter 2012, an increase of 23% and an increase of 44%, respectively. Adjusted EBITDA, which is a non-GAAP measure, is reconciled to net income below.

"SemGroup's second quarter offered solid results, as we continue to execute on our long-term strategic growth plans, focused on infrastructure demands in the mid-continent," said Norm Szydlowski, president and chief executive officer of SemGroup. "We have added meaningfully to our portfolio of announced organic growth projects such as the expansion of White Cliffs Pipeline and acquisitions including the one we recently closed to acquire gas gathering and processing assets in the Mississippi Lime play. These investments will increase our presence in our key growth areas and provide strong shareholder value for years to come."

### **Second Quarter 2013 Adjusted EBITDA Highlights**

Compared to the First Quarter 2013

- SemGas increased by \$3.8 million largely driven by a 29% increase in processing volumes in the Mississippi Lime play;
- SemCAMS increased by \$3.1 million primarily related to a \$2.0 million increase in overhead revenue from the KA plant turnaround and approximately \$1.0 million of higher capital fees from new well connects;
- SemMaterials Mexico was higher by \$3.1 million due to favorable margins and higher volumes; and
- Crude Adjusted EBITDA declined by \$1.3 million primarily related to a decrease in marketing margins from lower crude oil market conditions compared to strong first quarter 2013 results.

SemGroup reported revenues for second quarter 2013 of \$324.2 million with net income attributable to SemGroup of \$3.6 million, or \$0.08 per diluted share, compared to revenues of \$287.7 million with a net income attributable to SemGroup of \$43.4 million, or \$1.03 per diluted share, for the first quarter 2013. For the second quarter 2012, revenues totaled \$331.8 million with net income of \$5.1 million, or \$0.12 per diluted share. Net income for the second quarter 2013 was down from the prior quarter primarily due to the absence of a \$54 million income tax benefit realized in the first quarter 2013.

### **Dividend**

The SemGroup board of directors declared a quarterly cash dividend to common shareholders of \$0.20 per share, resulting in an annualized distribution of \$0.80 per share. This represents a 5.3% increase from the initial quarterly dividend of \$0.19. The company is targeting a 10% increase in dividends paid in 2013 and anticipates a double-digit annual dividend growth rate for the next three years. The dividend will be paid on August 30, 2013 to all common shareholders of record on August 19, 2013.

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## Recent Developments

- August 1, 2013, closed acquisition of Mississippi Lime gas gathering and processing assets from Chesapeake Energy Corporation;
- Rose Rock Midstream<sup>®</sup> executed a definitive agreement on August 1, 2013, to acquire transportation assets from Barcas Field Services. The proposed acquisition includes 114 trucks with operations in eight states in key production areas and a long-term take-or-pay customer transportation agreement;
- August 6, 2013, increased ownership of NGL Energy Partners GP interest from 6.4% to 11.8%.

## 2013 Guidance

SemGroup reaffirms 2013 consolidated Adjusted EBITDA guidance of \$165 million to \$175 million, an increase of approximately 25% from the midpoint of guidance over 2012 results of \$135 million. The company is increasing its 2013 capital expenditures for 2013 from \$400 million to \$850 million which includes capital related to the recently closed Mississippi Lime gas gathering and processing assets and several other recent acquisitions.

## Earnings Conference Call

SemGroup will host a joint conference call with Rose Rock Midstream, L.P. (NYSE: RRMS) for investors tomorrow, August 9, 2013, at 11 a.m. EDT. The call can be accessed live over the telephone by dialing 877.359.3652, or for international callers, 720.545.0014. The pass code for the call is 10053658. Interested parties may also listen to a simultaneous webcast of the conference call by logging onto SemGroup's Investor Relations website at [ir.semgroupcorp.com](http://ir.semgroupcorp.com). A replay of the webcast will also be available for a year following the call at [ir.semgroupcorp.com](http://ir.semgroupcorp.com) on the Calendar of Events-Past Events page. The second quarter 2013 earnings slide deck will be posted under Presentations.

## About SemGroup

Based in Tulsa, OK, SemGroup<sup>®</sup> Corporation (NYSE: SEMG) is a publicly traded midstream service company providing the energy industry the means to move products from the wellhead to the wholesale marketplace. SemGroup provides diversified services for end-users and consumers of crude oil, natural gas, natural gas liquids, refined products and asphalt. Services include purchasing, selling, processing, transporting, terminalling and storing energy.

SemGroup uses its Investor Relations website and social media outlets as channels of distribution of material company information. Such information is routinely posted and accessible on our Investor Relations website at [ir.semgroupcorp.com](http://ir.semgroupcorp.com), our Twitter account and LinkedIn account.

*SemGroup<sup>®</sup>, Rose Rock Midstream<sup>®</sup>, SemGas<sup>®</sup>, SemMaterials Mexico<sup>MR</sup>, SemStream<sup>®</sup> and White Cliffs Pipeline<sup>®</sup> are registered trademarks of SemGroup Corporation.*

## Non-GAAP Financial Measures

Adjusted EBITDA is not a generally accepted accounting principles (GAAP) measure and is not intended to be used in lieu of a GAAP presentation of net income/loss. Adjusted EBITDA is presented in this Press Release because SemGroup believes it provides additional information with respect to its performance. Adjusted EBITDA represents earnings before interest, taxes, depreciation and amortization, adjusted for selected items that SemGroup believes impact the comparability of financial results between reporting periods. Although SemGroup presents selected items that it considers in evaluating its performance, you should also be aware that the items presented do not represent all items that affect comparability between the periods presented. Variations in SemGroup's operating results are also caused by changes in volumes, prices, exchange rates, mechanical interruptions and numerous other factors. These types of variances are not separately identified in this Press Release. Because all companies do not use identical calculations,

SemGroup's presentation of Adjusted EBITDA may be different from similarly titled measures of other companies, thereby diminishing its utility. Reconciliations of net income (loss) to Adjusted EBITDA for the periods presented are included in the tables at the end of this Press Release.

Non-GAPP Financial Data Reconciliations are available on SemGroup's website.

### **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 the prospects of our industry, our anticipated financial performance, our anticipated annual dividend growth rate, NGL Energy Partners LP (NYSE: NGL) anticipated financial performance, management's plans and objectives for future operations, business prospects, outcome of regulatory proceedings, market conditions and other matters, 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, our ability to comply with the covenants contained in and maintain certain financial ratios required by our credit facilities; NGL's operations, which we do not control; the ability of our subsidiary, Rose Rock Midstream L.P. (NYSE: RRMS), to make minimum quarterly distributions; the possibility that our hedging activities may result in losses or may have a negative impact on our financial results; any sustained reduction in demand for the petroleum products we gather, transport, process and store; our ability to obtain new sources of supply of petroleum products; our failure to comply with new or existing environmental laws or regulations or cross border laws or regulations; the possibility that the construction or acquisition of new assets may not result in the corresponding anticipated revenue increases; changes in currency exchange rates; and the risks and uncertainties of doing business outside of the U.S., including political and economic instability and changes in local governmental laws, regulations and policies, as well as other risk factors discussed from time to time in each of our documents and reports filed with the SEC.

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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**Condensed Consolidated Balance Sheets***(in thousands, unaudited)*

	June 30, 2013	December 31, 2012
<b>ASSETS</b>		
Current assets	\$ 740,023	\$ 520,003
Property, plant and equipment, net	833,591	814,724
Goodwill and other intangible assets	16,727	17,469
Equity method investments	466,239	387,802
Other noncurrent assets, net	40,071	8,181
<b>Total assets</b>	<b>\$ 2,096,651</b>	<b>\$ 1,748,179</b>
<b>LIABILITIES AND OWNERS' EQUITY</b>		
<b>Current liabilities:</b>		
Current portion of long-term debt	\$ 4,349	\$ 24
Other current liabilities	378,399	374,320
<b>Total current liabilities</b>	<b>382,748</b>	<b>374,344</b>
Long-term debt, excluding current portion	466,549	206,062
Other noncurrent liabilities	145,249	146,245
<b>Total liabilities</b>	<b>994,546</b>	<b>726,651</b>
Total owners' equity	1,102,105	1,021,528
<b>Total liabilities and owners' equity</b>	<b>\$ 2,096,651</b>	<b>\$ 1,748,179</b>

**Condensed Consolidated Statements of Operations**  
*(in thousands, except per share amounts, unaudited)*

	Three Months Ended			Six Months Ended	
	June 30,		March 31,	June 30,	
	2013	2012	2013	2013	2012
Revenues	\$ 324,244	\$ 331,777	\$ 287,696	\$ 611,940	\$ 643,808
Expenses:					
Costs of products sold, exclusive of depreciation and amortization shown below	212,709	219,936	212,369	425,078	461,457
Operating	69,682	82,389	40,771	110,453	120,380
General and administrative	16,898	16,561	17,037	33,935	36,391
Depreciation and amortization	12,814	11,882	12,636	25,450	23,607
(Gain) loss on disposal of long-lived assets, net	(376)	119	(162)	(538)	119
Total expenses	311,727	330,887	282,651	594,378	641,954
Earnings from equity method investments	14,861	12,289	17,345	32,206	19,787
Operating income	27,378	13,179	22,390	49,768	21,641
Other expenses, net	10,613	5,587	27,862	38,475	13,203
Income (loss) from continuing operations before income taxes	16,765	7,592	(5,472)	11,293	8,438
Income tax expense (benefit)	9,288	(92)	(54,006)	(44,718)	(1,104)
Income from continuing operations	7,477	7,684	48,534	56,011	9,542
Income (loss) from discontinued operations, net of income taxes <sup>(1)</sup>	35	(441)	32	67	(189)
Net income	7,512	7,243	48,566	56,078	9,353
Less: net income attributable to noncontrolling interests	3,943	2,096	5,143	9,065	5,579
Net income attributable to SemGroup Corporation	\$ 3,569	\$ 5,147	\$ 43,423	\$ 47,013	\$ 3,774
Net income attributable to SemGroup Corporation	\$ 3,569	\$ 5,147	\$ 43,423	\$ 47,013	\$ 3,774
Other comprehensive income (loss), net of income taxes	(5,354)	(9,897)	(5,058)	(10,412)	2,858
Comprehensive income (loss) attributable to SemGroup Corporation	\$ (1,785)	\$ (4,750)	\$ 38,365	\$ 36,601	\$ 6,632
Net income per common share:					
Basic	\$ 0.08	\$ 0.12	\$ 1.03	\$ 1.12	\$ 0.09
Diluted	\$ 0.08	\$ 0.12	\$ 1.03	\$ 1.11	\$ 0.09
Weighted average shares (thousands):					
Basic	42,211	41,934	42,070	42,145	41,920
Diluted	42,526	42,133	42,346	42,424	42,096

(1) SemStream Arizona was sold on December 31, 2012. Prior periods have been recast to reflect its results as discontinued operations.

**Reconciliation of net income to Adjusted EBITDA:***(in thousands, unaudited)*

	Three Months Ended			Six Months Ended	
	June 30,		March 31,	June 30,	
	2013	2012	2013	2013	2012
Net income	\$ 7,512	\$ 7,243	\$ 48,566	\$ 56,078	\$ 9,353
Add: Interest expense	4,495	2,114	2,396	6,891	5,773
Add: Income tax (benefit) expense	9,288	(92)	(54,006)	(44,718)	(1,104)
Add: Depreciation and amortization expense	12,814	11,882	12,636	25,450	23,607
EBITDA	34,109	21,147	9,592	43,701	37,629
Selected Non-Cash Items and Other Items Impacting Comparability	9,526	9,119	25,911	35,437	20,748
Adjusted EBITDA	\$ 43,635	\$ 30,266	\$ 35,503	\$ 79,138	\$ 58,377

**Selected Non-Cash Items and Other Items Impacting Comparability***(in thousands, unaudited)*

	Three Months Ended			Six Months Ended	
	June 30,		March 31,	June 30,	
	2013	2012	2013	2013	2012
(Gain) loss on disposal of long-lived assets, net	\$ (376)	\$ 119	\$ (162)	\$ (538)	\$ 119
(Income) loss from discontinued operations, net of income taxes <sup>(1)</sup>	(35)	441	(32)	(67)	189
Foreign currency transaction (gain) loss	(349)	(35)	(167)	(516)	2
Remove NGL equity earnings	(4,200)	(3,828)	(6,916)	(11,116)	(4,755)
NGL cash distribution	4,426	1,812	4,272	8,698	2,972
Employee severance expense	9	(27)	—	9	354
Unrealized (gain) loss on derivative activities	(827)	(24)	(468)	(1,295)	122
Change in fair value of warrants	6,398	3,552	25,796	32,194	7,539
Depreciation and amortization included within equity earnings of White Cliffs	2,404	2,543	2,405	4,809	5,084
Defense costs	—	2,899	—	—	5,899
Non-cash equity compensation	2,076	1,667	1,183	3,259	3,223
Selected Non-Cash Items and Other Items Impacting Comparability	\$ 9,526	\$ 9,119	\$ 25,911	\$ 35,437	\$ 20,748

*(1) SemStream Arizona was sold on December 31, 2012. Prior periods have been recast to reflect its results as discontinued operations.*

**2013 Adjusted EBITDA Guidance***(in millions, unaudited)***Guidance <sup>(1)</sup>**

	<b>Low</b>	<b>High</b>
Net income	\$ 89.8	\$ 93.3
Add: Interest expense	19.0	20.0
Add: Income tax benefit	(47.4)	(46.9)
Add: Depreciation and amortization	55.0	60.0
<b>EBITDA</b>	<b>\$ 116.4</b>	<b>\$ 152.2</b>
Selected Non-Cash Items and Other Items Impacting Comparability	48.6	48.6
<b>Adjusted EBITDA</b>	<b>\$ 165.0</b>	<b>\$ 175.0</b>

**Selected Non-Cash Items and Other Items Impacting Comparability**

Depreciation and amortization included within equity earnings	\$ 10.1
Change in fair value of warrants	32.2
Non-cash equity compensation	6.3
<b>Selected Non-Cash Items and Other Items Impacting Comparability</b>	<b>\$ 48.6</b>

*(1) Guidance is on a cash basis for equity investments in NGL, includes fully consolidated Rose Rock Midstream and excludes recently closed and announced acquisitions.*