

GENESIS ENERGY LP
Form SC 13G/A
February 13, 2007

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response...10.4

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
(Amendment No. 2)*
(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)**

Genesis Energy, L.P
(Name of Issuer)
Common Units
(Title of Class of Securities)
371927104
(CUSIP Number)
December 31, 2006
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 371927104

NAMES OF REPORTING PERSONS:

1 Swank Capital, L.L.C.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a)
(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4
Texas

SOLE VOTING POWER:

5
NUMBER OF 1,710,754

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY **6** 0

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON **7** 1,710,754

SHARED DISPOSITIVE POWER:

WITH: **8** 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

1,710,754

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

12.4%**

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

CO

**SEE ITEM 4(b).

CUSIP No. 371927104

1 NAMES OF REPORTING PERSONS:

Swank Energy Income Advisors, LP

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)

(b)

3 SEC USE ONLY:

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

Texas

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

6

SHARES
BENEFICIALLY
OWNED BY

1,710,754

SOLE DISPOSITIVE POWER:

7

EACH
REPORTING
PERSON

0

SHARED DISPOSITIVE POWER:

8

WITH:

1,710,754

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,710,754

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

12.4 %**

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

**SEE ITEM 4(b).

CUSIP No. 371927104

NAMES OF REPORTING PERSONS:

1 Jerry V. Swank

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a)
(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4
U.S. Citizen

SOLE VOTING POWER:

5
NUMBER OF 1,710,754

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY **6** 0

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON **7** 1,710,754

SHARED DISPOSITIVE POWER:

WITH: **8** 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

1,710,754

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

12.4 %**

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

**SEE ITEM 4(b).

SCHEDULE 13G

This Amendment No. 2 (Amendment) to Schedule 13G (the Schedule 13G) is being filed on behalf of Swank Capital, L.L.C., a Texas limited liability company (Swank Capital), Swank Energy Income Advisors, L.P., a Texas limited partnership (Swank Advisors), and Mr. Jerry V. Swank (together with Swank Capital and Swank Advisors, the Reporting Persons), relating to common units representing limited partner interests (the Common Units) of Genesis Energy, L.P., a Delaware limited partnership (the Issuer). Swank Capital serves as the general partner of Swank Advisors, and Mr. Swank serves as the principal of Swank Capital and Swank Advisors

This Amendment relates to Common Units of the Issuer beneficially owned by the Reporting Persons through the accounts of The Cushing Fund, LP, a Texas limited partnership (the Cushing Fund), Swank MLP Convergence Fund, LP, a Texas limited partnership (the Convergence Fund), The Cushing GP Strategies Fund, L.P., a Delaware limited partnership (the GP Strategies Fund), The Cushing MLP Opportunity Fund I, L.P., a Delaware limited partnership (the MLP Opportunity Fund) and an account managed by Swank Advisors (the Managed Account), and together with the Cushing Fund, the Convergence Fund, the GP Strategies Fund and the MLP Opportunity Fund, the Swank Accounts). Swank Advisors (i) serves as the general partner and investment manager of the Cushing Fund and the Convergence Fund, (ii) serves as the managing member of the entity that controls the general partner and the investment manager of the GP Strategies Fund and MLP Opportunity Fund, and (iii) serves as the investment manager of the Managed Account. Swank Advisors may direct the vote and/or disposition of the 1,710,754 Common Units held by the Swank Accounts. Swank Capital, as the general partner of Swank Advisors, may direct Swank Advisors to direct the vote and/or disposition of the 1,710,754 Common Units held by the Swank Accounts. As the principal of Swank Capital, Mr. Swank, may direct the vote and/or disposition of the 1,710,754 Common Units held by the Swank Accounts.

This Amendment is being filed to amend and restate Item 4 as follows:

Item 4 Ownership.

- (a) Swank Capital, Swank Advisors, and Mr. Swank may be deemed the beneficial owners of 1,710,754 Common Units.
- (b) Swank Capital, Swank Advisors, and Mr. Swank may be deemed the beneficial owners of 12.4% of the outstanding Common Units. This percentage is determined by dividing 1,710,754 by 13,784,441, the number of Common Units issued and outstanding as of November 6, 2006, as reported in the Issuer's most recent Form 10-Q filed November 8, 2006.
- (c) Swank Advisors may direct the vote and/or disposition of the 1,710,754 Common Units held by the Swank Accounts. Swank Capital, as the general partner of Swank Advisors may direct it to direct the vote and/or disposition of the 1,710,754 Common Units held by the Swank Accounts. As the principal of Swank Capital, Mr. Swank may direct the vote and/or disposition of the 1,710,754 Common Units held by the Swank Accounts.

Exhibits Exhibit 1

Joint Filing Agreement by and among Swank Capital, Swank Advisors, and Mr. Swank.

6

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2007

SWANK CAPITAL, L.L.C.

By: /s/ Jerry V. Swank

Jerry V. Swank
Managing Member

SWANK ENERGY INCOME ADVISORS, LP

By: Swank Capital, L.L.C., its general partner

By: /s/ Jerry V. Swank

Jerry V. Swank
Managing Member

/s/ Jerry V. Swank

Jerry V. Swank

7