

Buckeye GP Holdings L.P.  
Form 8-K  
March 15, 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): March 15, 2010  
Buckeye GP Holdings L.P.  
(Exact Name of Registrant Specified in Charter)**

Delaware  
(State or Other  
Jurisdiction of  
Incorporation)

001-32963  
(Commission File  
Number)

11-3776228  
(I.R.S. Employer  
Identification No.)

One Greenway Plaza  
Suite 600  
Houston, Texas  
(Address of Principal Executive Offices)

77046  
(Zip Code)

Registrant's telephone number, including area code: (832) 615-8600  
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 7.01 Regulation FD Disclosure.**

On March 16, 2010, Buckeye Partners, L.P. (the Partnership) is presenting at the Morgan Stanley Master Limited Partnership and Diversified Natural Gas Access Day. Attached as Exhibit 99.1 to this Current Report on Form 8-K is a copy of the presentation materials to be used in connection with the presentation. The presentation materials have been posted on the Investor Center page of the Partnership's website at [www.buckeye.com](http://www.buckeye.com). Buckeye GP Holdings L.P. (BGH) owns and controls the Partnership's general partner, and BGH's only cash-generating assets are its partnership interests in the Partnership. As a result, the Partnership's financial results are consolidated into BGH's financial statements.

The information furnished pursuant to this Item 7.01 and the accompanying 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, or otherwise subject to the liability of that section, and is not to be incorporated by reference into any filing of BGH.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Morgan Stanley Master Limited Partnership and Diversified Natural Gas Access Day.

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**SIGNATURE**

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.

**BUCKEYE GP HOLDINGS L.P.**

By: MAINLINE MANAGEMENT LLC,  
its General Partner

By: WILLIAM H. SCHMIDT, JR.

William H. Schmidt, Jr.  
Vice President, General Counsel and  
Secretary

Dated: March 15, 2010

Exhibit Index

Exhibit

99.1 Morgan Stanley Master Limited Partnership and Diversified Natural Gas Access Day.