

Blueknight Energy Partners, L.P.
Form SC 13G/A
January 30, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
(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)
(Amendment No. 1)*

BLUEKNIGHT ENERGY PARTNERS, L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

09625U109

(CUSIP Number)

January 24, 2018

(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 (the "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. 09625U109 13G

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

1

MSD Partners, L.P.
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP
(a)
(b)
SEC USE ONLY

2

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

SOLE VOTING POWER
5 -0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER
6 2,147,711(↕)
SOLE DISPOSITIVE POWER
7 -0-
SHARED DISPOSITIVE POWER
8 2,147,711(↕)

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,147,711(↕)

10

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

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

5.4%(↕)

12

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

Includes 1,907,711 Common Units that MSD Torchlight, L.P. has the right to acquire within 60 days upon
1 conversion of 1,907,711 Series A Preferred Units.

The percentage used herein and in the rest of this Schedule 13G is calculated based upon 38,242,025 shares of
2 Common Units outstanding as of October 27, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed
with the Commission on November 1, 2017.

CUSIP NO. 09625U109 13G

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 MSD Torchlight Partners, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
SEC USE ONLY

3

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER
2,147,711(+)↔

7 SOLE DISPOSITIVE POWER
-0-

8 SHARED DISPOSITIVE POWER
2,147,711(+)↔

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,147,711(+)↔

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.4%(+)↔

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP NO. 09625U109 13G

Item
1 Name of Issuer:
(a)

The name of the issuer is Blueknight Energy Partners, L.P. (the "Company").

(b) Address of Issuer's Principal Executive Offices:

The Company's principal executive office is located at 201 NW 10th, Suite 200, Oklahoma City, Oklahoma 73103.

Item
2 Name of Person Filing:
(a)

This Amendment No. 1 to Schedule 13G is being jointly filed by and on behalf of each of each of MSD Partners, L.P. ("MSD Partners"), and MSD Torchlight Partners, L.P. ("MSD Torchlight"). MSD Partners and MSD Torchlight are collectively referred to herein as the "Reporting Persons." MSD Torchlight is the record and direct beneficial owner of the securities covered by this statement. MSD Partners is the investment manager of, and may be deemed to beneficially own securities owned by, MSD Torchlight. MSD Partners (GP), LLC ("MSD GP") is the general partner of, and may be deemed to beneficially own securities owned by, MSD Partners. Each of Glenn R. Fuhrman, John C. Phelan and Marc R. Lisker is a manager of MSD GP and may be deemed to have or share voting and/or dispositive power over the securities beneficially owned by MSD GP.

The Reporting Persons have entered into a Joint Filing Agreement, dated January 30, 2018, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Neither the filing of this statement nor anything herein shall be construed as an admission that any person other than the Reporting Persons is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

(b) Address of Principal Business Office or, if none, Residence:

The principal business address of MSD Partners and MSD Torchlight is 645 Fifth Avenue, 21st Floor, New York, New York 10022.

(c) Citizenship:

MSD Partners and MSD Torchlight are organized as limited partnerships under the laws of the State of Delaware.

(d) Title of Class of Securities:

Common Units

(e) CUSIP No.:

09625U109

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b),
3 check whether the person filing is a:

Not applicable.

Item
4 Ownership:

A. MSD Partners, L.P.

Amount beneficially owned: 2,147,711 (which includes
1,907,711 Common Units that MSD Torchlight, L.P. has the
(a) right to acquire within 60 days upon conversion of 1,907,711
Series A Preferred Units)

~~(P)~~ Percent of class: 5.4%₂

~~(N)~~ Number of shares as to which such person has:

~~(S)~~ Sole power to vote or direct the vote: -0-

~~(S)~~ Shared power to vote or direct the vote: 2,147,711

~~(S)~~ Sole power to dispose or direct the disposition: -0-

~~(S)~~ Shared power to dispose or direct the disposition: 2,147,711

B. MSD Torchlight Partners, L.P.

Amount beneficially owned: 2,147,711 (which includes
1,907,711 Common Units that MSD Torchlight, L.P. has the
(a) right to acquire within 60 days upon conversion of 1,907,711
Series A Preferred Units)

~~(P)~~ Percent of class: 5.4%₂

~~(b)~~ Number of shares as to which such person has:

~~(i)~~ Sole power to vote or direct the vote: -0-

~~(ii)~~ Shared power to vote or direct the vote: 2,147,711

~~(iii)~~ Sole power to dispose or direct the disposition: -0-

~~(iv)~~ Shared power to dispose or direct the disposition: 2,147,711

C. MSD Partners (GP), LLC

Amount beneficially owned: 2,147,711 (which includes
(a) 1,907,711 Common Units that MSD Torchlight, L.P. has the right to acquire within 60 days upon conversion of 1,907,711 Series A Preferred Units)

(b) Percent of class: 5.4%₃

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,147,711

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,147,711

D. Glenn R. Fuhrman

Amount beneficially owned: 2,147,711 (which includes
(a) 1,907,711 Common Units that MSD Torchlight, L.P. has the right to acquire within 60 days upon conversion of 1,907,711 Series A Preferred Units)

(b) Percent of class: 5.4%₃

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,147,711

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,147,711

E. John C. Phelan

Amount beneficially owned: 2,147,711 (which includes

(a) 1,907,711 Common Units that MSD Torchlight, L.P. has the right to acquire within 60 days upon conversion of 1,907,711 Series A Preferred Units)

(b) Percent of class: 5.4%₃

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,147,711

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,147,711

F. Marc. R. Lisker

Amount beneficially owned: 2,147,711 (which includes

(a) 1,907,711 Common Units that MSD Torchlight, L.P. has the right to acquire within 60 days upon conversion of 1,907,711 Series A Preferred Units)

(b) Percent of class: 5.4%₃

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,147,711

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,147,711

The percentage used herein and in the rest of this Schedule 13G is calculated based upon 38,242,025 shares of 3 Common Units outstanding as of October 27, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 1, 2017.

Item Ownership of Five Percent or Less of a Class:
5

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item Ownership of More Than Five Percent on Behalf of Another Person:
6

Not applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent
7 Holding Company or Control Person:

Not applicable.

Item Identification and Classification of Members of the Group:
8

Not applicable.

Item Notice of Dissolution of Group:
9

Not applicable.

Item Certification:
10

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to Schedule 13G is true, complete and correct.

Date: January 30, 2018

MSD Partners, L.P.

By: MSD Partners (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

MSD Torchlight Partners, L.P.

By: MSD Partners, L.P.
Its: Investment Manager

By: MSD Partners (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Joint Filing Agreement dated January 30, 2018.

Exhibit 99.1

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Amendment No. 1 to Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Amendment No. 1 to Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: January 30, 2018

MSD Partners, L.P.

By: MSD Partners (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

MSD Torchlight Partners, L.P.

By: MSD Partners, L.P.
Its: Investment Manager

By: MSD Partners (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager