
**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): **April 30, 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 1.01. Entry into a Material Definitive Agreement.

On April 30, 2013, SemGas, L.P., (“SemGas”) a wholly-owned subsidiary of SemGroup Corporation (the “Company”), entered into a Unit Purchase Agreement (the “Purchase Agreement”) with Chesapeake Midstream Development, L.L.C. (“CMD”), a subsidiary of Chesapeake Energy Corporation (“Chesapeake”), pursuant to which SemGas will acquire (the “Acquisition”) all of the outstanding equity interests in Mid-America Midstream Gas Services, L.L.C. (“MAMGS”) from CMD. MAMGS owns certain natural gas midstream assets in the Mississippi Lime play in northern Oklahoma, including 200 miles of gathering pipelines and certain other assets related to two gas processing plants that are under construction. Once completed, the plants will have a combined processing capacity of 400 MMcf per day.

The purchase price under the Purchase Agreement is approximately \$299.3 million, subject to certain adjustments set forth in the Purchase Agreement. The Purchase Agreement also includes customary representations and warranties, indemnification obligations, termination rights and covenants by the parties, subject to certain limitations and exceptions. The consummation of the Acquisition is conditioned upon obtaining certain regulatory approvals and other closing conditions.

The closing of the Acquisition is expected to occur by the third quarter of 2013. The Company expects to finance the Acquisition through the combination of a borrowing under the Company’s corporate revolving credit facility and cash on hand.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

As previously disclosed, on April 22, 2013, the Company amended its Credit Agreement, dated as of June 17, 2011 (as amended, the “Credit Agreement”), among the Company, the Royal Bank of Scotland plc, as administrative agent and collateral agent, the various bookrunners, arrangers and agents party thereto, certain subsidiaries of the Company that are guarantors and the lenders party thereto. Among other things, this amendment modified the Credit Agreement to permit an increase of the commitments for the revolving credit facility or the Term Loan A facility under the Credit Agreement by up to an additional \$300 million, subject to certain conditions.

On May 3, 2013, certain of the existing lenders increased their revolving facility commitments under the Credit Agreement and certain new lenders provided revolving facility commitments under the Credit Agreement, resulting in an increase in the aggregate revolving facility commitments under the Credit Agreement from \$300 million to \$500 million.

Item 7.01. Regulation FD Disclosure.

On May 1, 2013, the Company issued a press release announcing the execution of the Purchase Agreement. A copy of the press release is being furnished and is attached as Exhibit 99.1 hereto and is incorporated into this Item 7.01 by reference. In accordance with General Instruction B.2 of Form 8-K of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the press release shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall such information and such exhibit be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Cautionary Note Regarding Forward-Looking Statements

Certain matters contained in this filing include “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. The Company makes these forward-looking statements in reliance on the safe harbor protections provided under the Private Securities Litigation Reform Act of 1995.

Forward-looking statements are subject to risks, uncertainties, assumptions and other factors that are difficult to predict and that could cause actual results to vary materially from those expressed in or indicated by them. Factors that could cause actual results to differ materially include, but are not limited to: (i) the occurrence of

any event, change or other circumstances that could give rise to the termination of the Purchase Agreement; (ii) the inability to complete the proposed Acquisition due to, among other things, the failure to satisfy the conditions set forth in the Purchase Agreement; (iii) the ability to recognize the expected benefits of the proposed Acquisition; and (iv) other factors described in the Company's filings with the Securities and Exchange Commission. Many of the factors that will determine the outcome of the subject matter of this filing are beyond the ability of the Company to control or predict. The Company can give no assurance that the conditions to the Acquisition will be satisfied.

Readers are cautioned not to place undue reliance on any forward-looking statements contained in this filing, which reflect management's opinions only as of the date hereof. Except as required by law, the Company undertakes no obligation to revise or publicly release the results of any revision to any forward-looking statements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished herewith.

Exhibit No.

Description

99.1

Press Release dated May 1, 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: May 6, 2013

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

EXHIBIT INDEX

The following exhibit is furnished herewith.

Exhibit No.

Description

99.1

Press Release dated May 1, 2013, issued by SemGroup Corporation.

SemGroup Corporation to Acquire Mississippi Lime Midstream Assets from Chesapeake Energy Corporation for \$300 million

*Assets Include 400 mmcf of Processing Capacity in Core Producing Area
Acquisition Increases Future Drop Down Asset Inventory to Rose Rock Midstream*

Tulsa, OK – May 1, 2013 – SemGroup[®] Corporation (NYSE: SEMG) today announced that it has executed a definitive agreement to acquire the equity interests of Mid-America Midstream Gas Services, L.L.C., a wholly owned subsidiary of Chesapeake Energy Corporation (NYSE: CHK), which is the owner of gas gathering and processing assets in the Mississippi Lime play for \$300 million in cash. The transaction is expected to close by the third quarter of 2013 and is subject to certain regulatory approvals and closing conditions.

Acquisition Highlights

- 200 miles of gathering pipeline;
- Rose Valley I plant: 200 mmcf cryogenic processing plant, expected to be operational first quarter 2014;
- Rose Valley II plant: 200 mmcf cryogenic processing plant, expected to be operational first quarter 2016;
- Approximately 540,000 net acre dedication in the core of the Mississippi Lime play, supported by a recently announced joint venture between Chesapeake Energy Corporation and Sinopec International Petroleum Exploration and Production Corporation; and
- Chesapeake Energy Corporation has committed to a 20-year, 100% fee-based, gas gathering and processing agreement.

“We are very excited about the acquisition of these key assets. These assets are positioned for exceptional growth and will significantly increase our strategic position in the Mississippi Lime play,” said Norm Szydlowski, president and chief executive officer of SemGroup. “This purchase expands our scale in highly attractive, liquids-rich areas with strong producer activity and organic growth opportunities, while adding to our future inventory of drop down assets for Rose Rock Midstream.”

Rose Valley plants I and II require approximately \$125 million of additional capital expenditures for completion, as well as additional capital related to future well connects. Combined with our existing facilities, SemGroup will have a total processing capacity of 600 mmcf in Northern Oklahoma and with approximately 655,000 net acre dedications within the core of the Mississippi Lime play, opportunity to further grow as production increases.

SemGroup will fund the acquisition under existing committed credit facilities. LCT Capital, LLC and Citi acted as financial advisors to SemGroup.

The company will be hosting its first quarter earnings call May 9, 2013. Interested parties are invited to listen to the call with management regarding the acquisition and first quarter 2013

results at 11:00 AM Eastern by dialing 877.359.3652 (International 720.545.0014), passcode 34090290 or by logging on to the webcast at ir.semgroupcorp.com.

About SemGroup

Based in Tulsa, OK, SemGroup® 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®, is a registered trademark of SemGroup Corporation

About Rose Rock Midstream

Rose Rock Midstream, L.P. (NYSE: RRMS) is a growth-oriented Delaware limited partnership formed by SemGroup® Corporation (NYSE: SEMG) to own, operate, develop and acquire a diversified portfolio of midstream energy assets. Rose Rock Midstream provides crude oil gathering, transportation, storage and marketing services. Headquartered in Tulsa, OK, Rose Rock Midstream has operations in six states with the majority of its assets strategically located in or connected to the Cushing, Oklahoma crude oil marketing hub.

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, management's plans and objectives for future operations, business prospects, 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; 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; 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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