

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**SEMGROUP CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**20-3533152**  
(I.R.S. Employer  
Identification No.)

**Two Warren Place  
6120 S. Yale Avenue, Suite 700  
Tulsa, OK 74136-4216**  
(Address, including zip code, of registrant's principal executive offices)

**SemGroup Corporation Equity Incentive Plan**  
(Full title of the plan)

**Norman J. Szydlowski  
President and Chief Executive Officer  
SemGroup Corporation  
Two Warren Place  
6120 S. Yale Avenue, Suite 700  
Tulsa, OK 74136-4216  
(918) 524-8100**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*

**Robert J. Melgaard, Esq.  
Conner & Winters, LLP  
4000 One Williams Center  
Tulsa, Oklahoma 74172  
(918) 586-5711  
(918) 586-8548 (Facsimile)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

☐

Accelerated filer

☐

Non-accelerated filer

☒ (Do not check if a smaller reporting company)

Smaller reporting company

☐

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**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share(2)</b>	<b>Proposed maximum aggregate offering price(2)</b>	<b>Amount of registration fee</b>
Class A Common Stock, \$0.01 par value	2,774,135	\$26.21	\$72,710,078	\$5,184.23

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement shall also cover such indeterminate number of additional shares of Class A Common Stock that may become issuable pursuant to the above-named plan to prevent dilution resulting from any future stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated solely for purposes of calculating the registration fee, pursuant to Rules 457(c) and (h) under the Securities Act of 1933, as amended, on the basis of \$26.21 per share, the average of the high and low sales prices for the Class A Common Stock as reported on the New York Stock Exchange on November 30, 2010.
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## INTRODUCTION

This Registration Statement on Form S-8 is filed by SemGroup Corporation (the “Registrant”) to register 2,774,135 shares of the Registrant’s Class A Common Stock issuable to eligible participants under the SemGroup Corporation Equity Incentive Plan (the “Plan”).

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

**Item 1. Plan Information.\***

**Item 2. Registrant Information and Employee Plan Annual Information.\***

\* Information required by Part I of Form S-8 constituting the requirements of a Section 10(a) prospectus is omitted from this Registration Statement in accordance with the Note to Part I of Form S-8. Such information is not being filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act of 1933, as amended (the “Securities Act”). The documents containing the information specified in Part I of Form S-8 will be sent or given to participants in the Plan as specified by Rule 428(b)(1) promulgated by the Commission under the Securities Act.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference in this Registration Statement:

- The Registrant’s Amendment No. 4 to Registration Statement on Form 10 (File No. 001-34736) filed with the Commission on October 29, 2010 (the “Form 10”);
- The Registrant’s quarterly report on Form 10-Q for the quarter ended September 30, 2010; and
- The description of the Registrant’s Class A Common Stock contained in the Form 10, including any subsequent amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, excluding any information furnished pursuant to any current report on Form 8-K, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from their respective dates of filing. Any statement contained in a document incorporated by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any other subsequently filed incorporated document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the General Corporation Law of the State of Delaware (the “DGCL”) grants the Registrant the authority to indemnify each of the Registrant’s directors and officers against all expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by a director or officer that is made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal or otherwise), by reason of the fact that such director or officer is or was a director, officer, employee or agent of the Registrant or by reason of the fact that such director or officer, at the Registrant’s request, is or was serving at any other corporation or other entity, in any capacity, if such director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the Registrant’s best interests, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful; provided, that in the case of an action, suit or proceeding against a director or officer that is brought by the Registrant or in the Registrant’s right, the Registrant may indemnify such director or officer only in respect of expenses (including attorneys’ fees) actually and reasonably incurred by such director or officer; provided further, that no such indemnity for expenses may be made with respect to any claim, issue or matter as to which such director or officer shall have been adjudged to be liable to the Registrant unless, and only to the extent that, either the Delaware Court of Chancery or the court in which the action, suit or proceeding against such director or officer was brought shall determine upon application that, despite the adjudication of liability to the Registrant but in view of all the circumstances of the case, such director or officer is nevertheless fairly and reasonably entitled to indemnity from the Registrant for such expenses in an amount deemed proper by such court.

Unless ordered by a court, the determination of whether a then sitting director or officer has met the applicable standard for indemnity, i.e., that the director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the Registrant’s best interests, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful, shall be made (i) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (ii) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, or (iii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (iv) by the Registrant’s stockholders.

Section 145 of the DGCL also authorizes the Registrant to advance expenses (including attorneys’ fees) incurred by a director or officer in defending any action, suit or proceeding against the director or officer prior to a determination of whether the director or officer is actually entitled to indemnity and to purchase insurance for the benefit of a director or officer against any liability that may be incurred by reason of the fact that the insured was or is a director or officer, regardless of whether the liability insured could have legally been indemnified by the Registrant.

Pursuant to the authority granted the Registrant by Section 145 of the DGCL, the Registrant has provided in the Registrant's amended and restated certificate of incorporation and bylaws for the indemnification of and advancement of expenses to the Registrant's directors to the fullest extent authorized or permitted by law as from time to time in effect; provided, however, the Registrant is required to indemnify, or advance expenses to, any such director in connection with an action, suit, claim or proceeding initiated by such director only if the initiation of such action, suit, claim or proceeding has been authorized or ratified by the Registrant's Board of Directors. The Registrant's bylaws provide that the Registrant may, to the extent authorized by the Registrant's Board of Directors, grant rights of indemnification and the advancement of expenses (including attorney's fees) to the Registrant's officers. The Registrant's Board of Directors has authorized indemnification of, and advancement of expenses to, the Registrant's officers serving as such on or after December 1, 2009. The rights authorized by the Registrant's Board of Directors for the indemnification of, and advancement of expenses to, the Registrant's officers serving as such on or after December 1, 2009 are the same rights that have been afforded the Registrant's directors pursuant to the Registrant's amended and restated certificate of incorporation and bylaws.

The employment agreement between SemManagement, L.L.C., the Registrant's wholly owned subsidiary, and Norman J. Szydlowski, the Registrant's President and Chief Executive Officer, provides Mr. Szydlowski with indemnification to the maximum extent permitted by the Registrant's amended and restated certificate of incorporation and bylaws, provided such indemnification shall be on terms no less favorable than provided to any of the Registrant's other executive officers or directors pursuant to a separate written indemnification agreement. Pursuant to the employment agreement, the Registrant has also agreed to maintain commercially reasonable directors' and officers' insurance covering Mr. Szydlowski in such amount and pursuant to such terms as is typical and customary for companies of similar size and nature to the Registrant.

The Registrant has also purchased a policy of insurance for the benefit of the Registrant's directors and officers that provides standard liability coverage.

As permitted by Section 102 of the DGCL, the Registrant's amended and restated certificate of incorporation provides that each of the Registrant's directors shall not be personally liable to the Registrant or the Registrant's stockholders for monetary damages for breach of fiduciary duty as a director; provided, that a director shall be liable for any breach of such director's duty of loyalty to the Registrant or the Registrant's stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, for liability under Section 174 of the DGCL (involving certain unlawful dividends or stock repurchases), or for any transaction from which such director derived an improper personal benefit.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Amended and Restated Certificate of Incorporation, dated as of November 30, 2009, of SemGroup Corporation (filed as Exhibit 3.1 to the Registrant's Form 10 filed with the Commission on May 6, 2010, and incorporated herein by reference).
4.2	Amended and Restated Bylaws, dated as of November 30, 2009, of SemGroup Corporation (filed as Exhibit 3.2 to the Registrant's Form 10 filed with the Commission on May 6, 2010, and incorporated herein by reference).
4.3	SemGroup Corporation Equity Incentive Plan (filed as Exhibit 10.8 to the Registrant's Form 10 filed with the Commission on May 6, 2010, and incorporated herein by reference).
5	Opinion of Conner & Winters, LLP.
23.1	Consent of BDO USA, LLP.
23.2	Consent of Conner & Winters, LLP (included in Exhibit 5).
24	Power of Attorney (included on the signature page).

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made of the securities registered hereby, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*Provided, however,* that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa, State of Oklahoma on the 3rd day of December, 2010.

SEMGROUP CORPORATION

By: /s/ Norman J. Szydlowski  
Norman J. Szydlowski  
President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Norman J. Szydlowski, Robert N. Fitzgerald and Candice L. Cheeseman, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in or about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his, her or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John F. Chlebowski</u> John F. Chlebowski	Director and Chairman of the Board	December 3, 2010
<u>/s/ Norman J. Szydlowski</u> Norman J. Szydlowski	Director, President and Chief Executive Officer (Principal Executive Officer)	December 3, 2010
<u>/s/ Robert N. Fitzgerald</u> Robert N. Fitzgerald	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	December 3, 2010
<u>/s/ Paul F. Largess</u> Paul F. Largess	Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer)	December 3, 2010
<u>/s/ Ronald A. Ballschmiede</u> Ronald A. Ballschmiede	Director	December 3, 2010



<u>Signature</u>	<u>Title</u>	<u>Date</u>
<div>Sarah M. Barpoulis</div>	Director	
<div>/s/ Stanley C. Horton</div> <div>Stanley C. Horton</div>	Director	December 3, 2010
<div>/s/ Karl F. Kurz</div> <div>Karl F. Kurz</div>	Director	December 3, 2010
<div>Thomas R. McDaniel</div>	Director	

## INDEX TO EXHIBITS

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**CONNER & WINTERS**  
ATTORNEYS AND COUNSELORS AT LAW

4000 One Williams Center  
Tulsa, Oklahoma 74172  
918.586.5711 Phone  
918.586.8982 Fax  
www.cwlaw.com

December 3, 2010

SemGroup Corporation  
6120 S. Yale Avenue, Suite 700  
Tulsa, OK 74136-4216

Re: Registration Statement on Form S-8  
SemGroup Corporation Equity Incentive Plan

Ladies and Gentlemen:

We have acted as counsel for SemGroup Corporation, a Delaware corporation (the "Company"), in connection with the preparation and filing of the Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") to register under the Securities Act of 1933, as amended (the "Securities Act"), 2,774,135 shares of the Company's Class A Common Stock, par value \$0.01 per share (the "Shares"), issuable under the SemGroup Corporation Equity Incentive Plan (the "Plan").

We have examined and are familiar with an original or copy, the authenticity of which has been established to our satisfaction, of the Plan and all such documents, corporate records, and other instruments as we have deemed necessary to express the opinion herein set forth. In rendering the opinion expressed below, we have assumed the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies. In addition, we have assumed and have not verified the accuracy as to factual matters of each document we have reviewed. We have also assumed that the consideration to be received for each of the Shares will equal or exceed the par value per share of the Class A Common Stock.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and acquired or paid for pursuant to and in accordance with the terms of the Plan and applicable authorized forms of agreement thereunder, will be validly issued, fully paid and non-assessable.

The foregoing opinion is limited to the General Corporation Law of the State of Delaware, including the applicable provisions of the Delaware Constitution and judicial decisions interpreting those laws as of the date of this opinion.

We hereby consent to the Company's filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Conner & Winters, LLP

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
SemGroup Corporation:

We have issued (i) our report dated April 30, 2010 with respect to the consolidated financial statements of SemGroup Corporation and (ii) our report dated May 5, 2010, except for the sixth paragraph in Note 1 as to which the date is July 23, 2010, with respect to the combined financial statements of SemCAMS ULC and SemCanada Crude Company, included in Amendment No. 4 to SemGroup Corporation's Registration Statement on Form 10 (File No. 001-34736) filed with the Securities and Exchange Commission on October 29, 2010, which is incorporated by reference in this Registration Statement. We hereby consent to the incorporation by reference in the Registration Statement of the aforementioned reports.

/s/ BDO USA, LLP  
BDO USA, LLP  
December 3, 2010