

STONEMOR PARTNERS LP
Form 8-K
May 23, 2006

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): May 17, 2006

STONEMOR PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-50910
(Commission File Number)

80-0103159
(IRS Employer

Identification No.)

155 Rittenhouse Circle

Bristol, PA 19007

(Address of principal executive offices) (Zip Code)

(215) 826-2800

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 17, 2006, StoneMor Partners L.P. (StoneMor) received a Nasdaq Staff determination letter indicating that StoneMor failed to comply with the requirement for continued listing set forth in Nasdaq Marketplace Rule 4310(c)(14) because StoneMor had not timely filed its quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2006 (the Form 10-Q) and, therefore, StoneMor s common units were subject to delisting from The Nasdaq National Market.

Nasdaq Marketplace Rule 4310(c)(14) generally requires that all reports required to be filed with the SEC shall be filed with Nasdaq on or before the date they are required to be filed with the SEC. Pursuant to Nasdaq Marketplace Rules, whenever the Staff of the Nasdaq Listing Qualifications Department determines that a company, the securities of which are listed on Nasdaq, does not meet a Nasdaq continued listing standard, including, but not limited to, the requirements set forth in Nasdaq Marketplace Rule 4310(c)(14), the Staff notifies the company of such non-compliance.

StoneMor has requested and been granted a hearing (the Hearing) before a Nasdaq Listing Qualifications Panel (the Panel) to review the Nasdaq Staff determination letter received on April 3, 2006 in connection with the late filing of StoneMor s annual report on Form 10-K for the fiscal year ended December 31, 2005. The request for the Hearing automatically suspended the delisting of StoneMor s common units pending the Panel s decision. On April 27, 2006, StoneMor attended the Hearing, at which it presented its plan to evidence compliance with Nasdaq s filing requirements. On May 15, 2006, StoneMor filed its Form 10-K for the fiscal year ended December 31, 2005. StoneMor is in the process of completing its Form 10-Q, consistent with the plan presented to the Panel at the Hearing. There can be no guaranty that the Panel will grant StoneMor s request for continued listing. A copy of StoneMor s press release concerning the foregoing is attached as Exhibit 99.1 to this current report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

The following exhibit is filed herewith:

| Exhibit No. | Description |
|--------------------|-----------------------------------|
| 99.1 | Press Release dated May 22, 2006. |

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.

Dated: May 23, 2006

STONEMOR PARTNERS L.P.

By: StoneMor GP LLC, its general partner

By: /s/ William R. Shane

Name: William R. Shane

Title: Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|-----------------------------------|
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