

STONEMOR PARTNERS LP  
Form 8-K  
July 14, 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) July 14, 2010**

**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.)

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**311 Veterans Highway, Suite B, Levittown, PA 19056**

(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code (215) 826-2800**

**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:

- 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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the special meeting, in lieu of an annual meeting, of unitholders of StoneMor Partners L.P. (the Company) held on July 14, 2010 (the Special Meeting), the unitholders approved an amendment of the StoneMor Partners L.P. Long-Term Incentive Plan, as amended (the Incentive Plan), to increase the number of common units issuable under the Incentive Plan by 500,000 common units from 624,000 to 1,124,000. Such increase had been approved by the board of directors of StoneMor GP LLC, the Company's general partner, effective April 19, 2010, subject to unitholder approval. A summary of the Incentive Plan is included in the Company's proxy statement filed with the Securities and Exchange Commission on June 4, 2010.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the June 14, 2010 Special Meeting, the Company's unitholders (i) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010, and (ii) approved the increase in authorized common units under the Incentive Plan, as described in Item 5.02 above, which description is incorporated by reference herein.

The results of the unitholder vote for each proposal were as follows:

(1) *Ratification of the Appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm:*

<b>Votes For</b>	<b>10,331,373.30</b>
<b>Votes Against</b>	<b>127,366.00</b>
<b>Abstentions</b>	<b>40,862.00</b>
<b>Broker Non-Votes</b>	<b>None</b>

(2) *Approval of the Increase in Common Units under the Incentive Plan:*

<b>Votes For</b>	<b>2,776,412.90</b>
<b>Votes Against</b>	<b>726,554.40</b>
<b>Abstentions</b>	<b>67,590.00</b>
<b>Broker Non-Votes</b>	<b>6,929,044.00</b>

**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.

**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

Date: July 14, 2010

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