

**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): August 30, 2012**

**Kirby Corporation**

*(Exact name of registrant as specified in its charter)*

**Nevada**

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

**1-7615**

*(Commission File Number)*

**74-1884980**

*(I.R.S. Employer Identification No.)*

**55 Waugh Drive, Suite 1000  
Houston, Texas**

*(Address of principal executive offices)*

**77007**

*(Zip Code)*

**Registrant's telephone number, including area code:**

**(713) 435-1000**

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))
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Item 1.01. Entry into a Material Definitive Agreement.

On September 4, 2012, Kirby Corporation (“Kirby”) entered into an Asset Purchase Agreement with Allied Marine Industries, Inc., Allied Transportation Company (“ATC”), Transerve Marine, Inc. (“TMI”), Osprey Associates (“OA” and, together with ATC and TMI, referred to as “Allied”), Gregory H. Law, Kelly Law, W. Bruce Law, Michael E. Law and Kirk J. Woodruff, pursuant to which Kirby has agreed to purchase the assets of Allied for a purchase price of \$116 million in cash (subject to post-closing adjustments), \$10 million of which is contingent primarily on developments with the sugar provisions in the Farm Bill currently pending before the United States Congress.

Allied is an operator of offshore barges and tugboats in the transportation of petrochemicals and dry sugar products along the Northeast, Atlantic and Gulf Coasts of the United States. The assets to be acquired by Kirby include 10 coastwise tank barges with a total liquid capacity of 680,000 barrels, 3 offshore dry bulk barges with a total capacity of 48,000 deadweight tons and 7 tugboats, as well as customer contracts related to those vessels.

The Asset Purchase Agreement contains customary representations, warranties and covenants and the sellers and Kirby have agreed to indemnify each other, subject to certain limitations, for breaches of the Agreement. The closing of the transaction is subject to customary conditions, including compliance with the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.

The acquisition will be financed through Kirby’s revolving credit facility. On August 30, 2012, Kirby entered into agreements with certain of the commercial banks participating in Kirby’s existing revolving credit facility to increase the borrowing limit under the facility from \$250 million to \$325 million. All other terms of the existing facility are unchanged.

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

The discussion of Kirby’s revolving credit facility under Item 1.01 is incorporated by reference into this Item 2.03.

Item 7.01. Regulation FD Disclosure.

On September 4, 2012, Kirby issued a press release announcing the Asset Purchase Agreement with Allied. A copy of the press release is attached to this report as Exhibit 99.1.

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**KIRBY CORPORATION**

Contact: Steve Holcomb  
713-435-1135

**FOR IMMEDIATE RELEASE**

**KIRBY CORPORATION SIGNS AGREEMENT TO ACQUIRE  
ALLIED TRANSPORTATION COMPANY**

**Houston, Texas (September 4, 2012)** – Kirby Corporation (“Kirby”) (NYSE:KEX) announced today that it has entered into an agreement to purchase the assets of Allied Transportation Company (“Allied”), a subsidiary of Allied Marine Industries, and two affiliated companies.

Allied is an operator of offshore barges and tugboats participating in the coastal transportation of petrochemicals, as well as dry sugar products, in the Northeast, Atlantic and Gulf Coast regions of the United States. Customers include major petrochemical companies, most of which are current Kirby customers for inland tank barge services. Allied’s fleet consists of 10 coastwise tank barges with a total liquid capacity of 680,000 barrels, three offshore dry-bulk barges with a total capacity of 48,000 deadweight tons, and seven tugboats. The total value of the cash transaction is anticipated to be \$116 million (before post-closing adjustments and fees), including \$10 million that will be paid contingent on developments with the sugar provisions in the U.S. Farm Bill.

The purchase will be financed through Kirby’s revolving credit facility. Last week, Kirby received the consent and commitment from participating banks to increase its unsecured revolving credit facility from \$250 million to \$325 million. The closing of the Allied transaction is expected to occur in the late third or early fourth quarter of 2012 and is subject to certain conditions, including expiration of the required waiting period under the Hart-Scott-Rodino Act.

Joe Pyne, Kirby’s Chairman and Chief Executive Officer, commented, “We are very pleased to announce our agreement with Allied. Operating as a U.S. Jones Act carrier primarily in the offshore petrochemical business, Allied has one of the most complementary coastal fleets to Kirby’s existing coastal and inland operations. In addition to enhancing Kirby’s ability to expand and strengthen certain existing customer relationships, the acquisition of Allied provides Kirby with a strong footprint from which to grow the petrochemical segment of our offshore business.”

Mr. Pyne further commented, “We expect the positive earnings impact from Allied on our 2012 results will be offset by transaction related expenses. Accordingly, our guidance for 2012 remains in the \$3.50 to \$3.70 per share range. For 2013, we expect the earnings per share contribution from Allied to be in the \$0.06 to \$0.08 range.”

Kirby has scheduled a conference call at 3:00 p.m. central time on Wednesday, September 5, 2012, to discuss the Allied acquisition. The conference call number is 800-446-2782 for domestic callers and 847-413-3235 for international callers. The leader's name is Steve Holcomb. The confirmation number is 33249846. An audio playback will be available from 5:00 p.m. central time on Wednesday, September 5, through 7:00 p.m. central time on Friday, October 5, 2012, by dialing 888-843-7419 for domestic and 630-652-3042 for international callers. Kirby's webcast and playback of the conference call will be accessible on its website at <http://www.kirbycorp.com>.

Kirby Corporation, based in Houston, Texas, is the nation's largest domestic tank barge operator, transporting bulk liquid products throughout the Mississippi River System, the Gulf Intracoastal Waterway, coastwise along all three United States coasts and in Alaska and Hawaii. Kirby transports petrochemicals, black oil products, refined petroleum products and agricultural chemicals by tank barge. Through the diesel engine services segment, Kirby provides after-market service for medium-speed and high-speed diesel engines and reduction gears used in marine and power generation applications. Kirby also distributes and services high-speed diesel engines, transmissions, pumps, compression products and manufactures and remanufactures oilfield service equipment, including hydraulic fracturing equipment, for land-based pressure pumping and oilfield service markets.

Statements contained in this press release with respect to the future are forward-looking statements. These statements reflect management's reasonable judgment with respect to future events. Forward-looking statements involve risks and uncertainties. Actual results could differ materially from those anticipated as a result of various factors, including cyclical or other downturns in demand, significant pricing competition, unanticipated additions to industry capacity, changes in the Jones Act or in U.S. maritime policy and practice, fuel costs, interest rates, weather conditions, and timing, magnitude and number of acquisitions made by Kirby. Forward-looking statements are based on currently available information and Kirby assumes no obligation to update any such statements. A list of additional risk factors can be found in Kirby's annual report on Form 10-K for the year ended December 31, 2011, filed with the Securities and Exchange Commission.