

FERRELLGAS PARTNERS L P
Form 8-K
April 02, 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): **April 2, 2010 (March 30, 2010)**

Ferrellgas Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-11331
(Commission
File Number)

43-1698480
(I.R.S. Employer
Identification No.)

7500 College Blvd., Suite 1000, Overland Park,
Kansas
(Address of principal executive offices)

66210
(Zip Code)

Registrant's telephone number, including area code: **913-661-1500**

Ferrellgas Partners Finance Corp.

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(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

333-06693
(Commission
File Number)

43-1742520
(I.R.S. Employer
Identification No.)

**7500 College Blvd., Suite 1000, Overland Park,
Kansas**
(Address of principal executive offices)

66210
(Zip Code)

Registrant's telephone number, including area code: **913-661-1500**

Ferrellgas, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-50182
(Commission
File Number)

43-1698481
(I.R.S. Employer
Identification No.)

**7500 College Blvd., Suite 1000, Overland Park,
Kansas**
(Address of principal executive offices)

66210
(Zip Code)

Registrant's telephone number, including area code: **913-661-1500**

Ferrellgas Finance Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-50183
(Commission
File Number)

14-1866671
(I.R.S. Employer
Identification No.)

**7500 College Blvd., Suite 1000, Overland Park,
Kansas**
(Address of principal executive offices)

66210
(Zip Code)

Registrant's telephone number, including area code: **913-661-1500**

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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:

- 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 March 31, 2010, Ferrellgas Partners, L.P. and its wholly-owned subsidiary Ferrellgas Partners Finance Corp. (the Issuers) and its general partner Ferrellgas, Inc (together with the Issuers, the Ferrellgas Parties) entered into an Underwriting Agreement (the Underwriting Agreement) with Wells Fargo Securities, LLC, as representative of the underwriters named therein, relating to the public offering of \$280,000,000 in aggregate principal amount of the Issuers 8 5/8% Senior Notes due 2020 (the Senior Notes). The Senior Notes are expected to be issued on April 13, 2010, subject to the satisfaction of customary closing conditions. The offering of the Senior Notes has been registered under the Securities Act of 1933, as amended, pursuant to an effective shelf registration statement on Form S-3 (File No. 333-157760).

The Underwriting Agreement contains customary representations, warranties and agreements by the Ferrellgas Parties, conditions to closing, indemnification obligations of the Ferrellgas Parties and the underwriters, including for liabilities under the Securities Act of 1933, termination provisions and other obligations of the parties thereto. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and incorporated by reference herein.

Item 8.01 Other Events.

On March 30, 2010, the Issuers issued a press release related to the offering of the Senior Notes. A copy of the press release is filed as Exhibit 99.1 hereto.

On March 30, 2010, the Issuers issued a press release related to the commencement of a cash tender offer to purchase any and all of the Issuers outstanding 8.75% senior notes due 2012. A copy of the press release is filed as Exhibit 99.2 hereto.

On March 31, 2010, the Issuers issued a press release related to the pricing of the Senior Notes. A copy of the press release is filed as Exhibit 99.3 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
1.1	Underwriting Agreement, dated March 31, 2010, by and among Ferrellgas Partners, L.P., Ferrellgas Partners Finance Corp., Ferrellgas, Inc., and Wells Fargo Securities, LLC.
99.1	Press Release of the Issuers dated March 30, 2010.

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- 99.2 Press Release of the Issuers dated March 30, 2010.
- 99.3 Press Release of the Issuers dated March 31, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Ferrellgas Partners, L.P.

April 2, 2010

By: /s/ J. Ryan VanWinkle

*Name: J. Ryan VanWinkle
Title: Senior Vice President and Chief Financial Officer; Treasurer (Principal Financial and Accounting Officer) of Ferrellgas, Inc., the general partner*

Ferrellgas Partners Finance Corp.

April 2, 2010

By: /s/ J. Ryan VanWinkle

*Name: J. Ryan VanWinkle
Title: Chief Financial Officer and Sole Director*

Ferrellgas, L.P.

April 2, 2010

By: /s/ J. Ryan VanWinkle

*Name: J. Ryan VanWinkle
Title: Senior Vice President and Chief Financial Officer; Treasurer (Principal Financial and Accounting Officer) of Ferrellgas, Inc., the general partner*

Ferrellgas Finance Corp.

April 2, 2010

By: /s/ J. Ryan VanWinkle

*Name: J. Ryan VanWinkle
Title: Chief Financial Officer and Sole Director*