

STAR GAS PARTNERS LP  
Form 8-K  
November 14, 2014

**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) November 14, 2014**

**STAR GAS PARTNERS, L.P.**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-14129**  
**(Commission**

**File Number)**  
**9 West Broad Street, Stamford, CT 06902**

**06-1437793**  
**(IRS Employer**

**Identification No.)**

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (203) 328-7310

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 (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))

Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics. Star Gas Partners, L.P., a Delaware limited partnership (the Partnership) announced today that the Board of Directors of the Partnership's general partner had approved amendments to the Partnership's Code of Business Conduct and Ethics (the Code) relating to the procedure for reporting allegations of misconduct; treatment of proprietary or confidential information; relationships with customers, suppliers, competitors and employees; and procedures for amending or waiving the Code.

The description of the amendments to the Code contained in this report is qualified in its entirety by reference to the full text of the Code filed as Exhibit 99.1 to this Current Report on Form 8-K. The Code, as amended, is available in the Corporate Governance section of the Partnership's website at [www.star-gas.com](http://www.star-gas.com).

**Item 9.01. Financial Statements and Exhibits.**

Exhibit 99.1 Code of Business Conduct and Ethics, as amended November 14, 2014.

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.

STAR GAS PARTNERS, L.P.

By: Kestrel Heat, LLC (General Partner)

By: /s/ Richard Ambury

Name: Richard Ambury

Title: Chief Financial Officer

Date: November 14, 2014