

PetroLogistics LP
Form 8-K
July 11, 2014

United States
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report: **July 10, 2014**

PetroLogistics LP

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

001-35529

Commission
File Number

45-2532754

(IRS Employer
Identification No.)

600 Travis Street, Suite 3250

Houston, TX 77002

(Address of principal executive offices) (Zip Code)

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Registrant's telephone number, including area code: **(713) 255-5990**

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 8.01 Other Events.

On July 10, 2014, PetroLogistics LP (the Partnership) issued a press release announcing that the Partnership and PetroLogistics Finance Corp. (Finance Corp. and together with the Partnership, the Issuers) have amended and extended the expiration time of their previously announced solicitation of consents (the Consent Solicitation) from holders of the Issuers outstanding 6.25% Senior Notes due 2020 (the Notes) to approve amendments to the indenture relating to the Notes to 5:00 p.m., New York City time, on July 23, 2014. As set forth in the Consent Solicitation Statement dated June 24, 2014 (the Consent Solicitation Statement), as of 5:00 p.m., New York City time, on July 2, 2014 holders of the Notes are no longer able to withdraw their consents, whether given before or after that time. The Consent Solicitation is being extended pursuant to a Consent Solicitation Statement Supplement dated July 10, 2014, which amends and supplements the Consent Solicitation Statement, the Consent Solicitation Statement Supplement dated July 2, 2014 and the press release dated July 7, 2014.

The Issuers are making the Consent Solicitation at the request and expense of Flint Hills Resources, LLC (Flint Hills), a subsidiary of Koch Industries, Inc. On May 27, 2014, the Company and its general partner entered into a definitive agreement to be acquired by Flint Hills (the Merger).

A copy of the press release is filed as Exhibit 99.1 hereto and incorporated by reference herein. The furnishing of the press release as an exhibit to this report does not constitute a solicitation of consents or proxies or an offer to sell or a solicitation of an offer to buy any security in connection with the Merger or otherwise.

Item 9.01. Financial Statements and Exhibits

| Number | Exhibit |
|--------|-----------------------------------|
| 99.1 | Press Release dated July 10, 2014 |

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.

PETROLOGISTICS LP

By: PetroLogistics GP LLC,
its general partner

By: /s/ Richard Rice
Richard Rice
Senior Vice President, General Counsel and Corporate
Secretary

Date: July 10, 2014

EXHIBIT INDEX

| Number | | Exhibit |
|---------------|-----------------------------------|----------------|
| 99.1 | Press Release dated July 10, 2014 | |

4
