

ATLAS PIPELINE PARTNERS LP
Form 8-K
June 27, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): June 24, 2008

Atlas Pipeline Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-14998
(Commission File Number)

23-3011077
(IRS Employer

Identification No.)

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Westpointe Corporate Center One, 1550 Coraopolis Heights Road,

Moon Township, PA
(Address of principal executive offices)

15108
(Zip Code)

Registrant's telephone number, including area code: 412-262-2830

(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 1.01 Entry into a Material Definitive Agreement.

On June 27, 2008, Atlas Pipeline Partners, L.P. (APL) completed the issuance and sale of \$250 million of its³~~4~~% Senior Notes due 2018 (the Notes). The Notes were offered and sold in a private transaction under Rule 144A and Regulation S of the Securities Act of 1933, as amended, have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act.

The Notes were sold in accordance with a purchase agreement (the Purchase Agreement) dated June 24, 2008 by and among APL, Atlas Pipeline Partners GP, LLC, Atlas Pipeline Operating Partnership, L.P. and the initial purchasers named therein (the Initial Purchasers). The Purchase Agreement is attached hereto as Exhibit 10.1.

APL issued the Notes pursuant to an indenture dated as of June 27, 2008 by and between APL and U.S. Bank National Association, as trustee (the Indenture). The Indenture is attached hereto as Exhibit 10.2.

APL also entered into a registration rights agreement (the Registration Rights Agreement) dated as of June 27, 2008 with the Initial Purchasers. The Registration Rights Agreement provides registration rights to purchasers of the Notes in the private placement and is attached hereto as Exhibit 10.3.

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

The disclosure set forth above under Item 1.01 is hereby incorporated by reference into this Item 2.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

10.1 Purchase Agreement dated June 24, 2008

10.2 Indenture dated June 27, 2008

10.3 Registration Rights Agreement dated June 27, 2008

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 thereunto duly authorized.

Dated: June 27, 2008

ATLAS PIPELINE PARTNERS, L.P.

By: Atlas Pipeline Partners GP, LLC, its general partner

By: /s/ Matthew A. Jones
Chief Financial Officer