

Item 1.01 Entry into a Material Definitive Agreement.

On February 9, 2017, Western Gas Partners, LP (“WES”) and certain of WES’s subsidiaries entered into an Interest Swap and Purchase Agreement (the “PSA”) with Williams Partners L.P. (“WPZ”) and certain of WPZ’s subsidiaries whereby WES will acquire WPZ’s 50% non-operated interest (the “DBJV Interest”) in the assets of Delaware Basin JV Gathering LLC (“DBJV”) in exchange for (a) WES’s 33.75% non-operated interest (the “Non-Operated Marcellus Interest”) in two natural gas gathering systems located in northern Pennsylvania, commonly referred to as the Liberty and Rome systems, and (b) \$155 million in cash (collectively, the “Transaction”).

WES currently holds a 50% interest in, and operates, DBJV’s assets, which consist of a 577-mile natural gas gathering system in the Delaware Basin in West Texas. WPZ currently holds a 33.75% interest in, and operates, the Liberty and Rome systems, which in aggregate consist of 531 miles of natural gas gathering lines in the Marcellus shale in northern Pennsylvania.

The Partnership expects to fund the cash consideration through borrowings under its revolving credit facility. The closing of the Transaction is subject to standard closing conditions and adjustments, including review under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. The Partnership expects the Transaction to close in the first quarter of 2017, with an effective date of January 1, 2017.

The description above of the PSA is a summary and is qualified in its entirety by reference to the full text of the PSA, which is filed as Exhibit 2.1 to this report and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On February 9, 2017, WES issued a press release regarding the Transaction. A copy of this release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
2.1#	Interest Swap and Purchase Agreement, dated February 9, 2017, among Western Gas Partners, LP, WGR Operating, LP, Delaware Basin JV Gathering, LLC, Williams Partners L.P., Williams Midstream Gas Services LLC and Appalachia Midstream Services, L.L.C.
99.1	Press Release of Western Gas Partners, LP issued February 9, 2017.

Pursuant to Item 601(b)(2) of Regulation S-K, the registrant agrees to furnish supplementally a copy of any omitted schedule to the Securities and Exchange Commission upon request.

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.

WESTERN GAS
PARTNERS, LP

By: Western
Gas
Holdings,
LLC, its
general
partner

Dated: February 9, 2017 By: /s/ Philip
H.
Peacock
Philip H.
Peacock
Vice
President,
General
Counsel
and
Corporate
Secretary

EXHIBIT INDEX

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