

Western Gas Partners LP  
Form 8-K  
February 28, 2011

**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): February 28, 2011**  
**WESTERN GAS PARTNERS, LP**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**001-34046**  
(Commission  
File Number)

**26-1075808**  
(IRS Employer  
Identification No.)

**1201 Lake Robbins Drive**  
**The Woodlands, Texas 77380-1046**  
(Address of principal executive office) (Zip Code)  
**(832) 636-6000**

(Registrants telephone number, including area code)

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 2.01 Completion of Acquisition or Disposition of Assets.**

On February 28, 2011, Kerr-McGee Gathering LLC, a wholly owned subsidiary of Western Gas Partners, LP (the Partnership ), closed the previously announced acquisition of midstream assets from Encana Oil & Gas (USA) Inc. These assets are located in the Denver-Julesburg Basin, northeast of Denver, Colorado, and consist of (i) an approximately 1,054-mile natural gas gathering system and related compression and other ancillary equipment; and (ii) gas processing facilities with current cryogenic capacity of 84 MMcf/d. The \$303.3 million purchase price and certain purchase price adjustments were funded by borrowings under the Partnership 's revolving credit facility.

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**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.

**WESTERN GAS PARTNERS, LP**

By: Western Gas Holdings, LLC,  
its general partner

Dated: February 28, 2011

By: */s/ Benjamin M. Fink*  
Benjamin M. Fink  
Senior Vice President, Chief Financial Officer  
and Treasurer