

FERRELLGAS PARTNERS L P  
Form 8-K  
March 21, 2011

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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):

March 18, 2011

Ferrellgas Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

001-11331

(Commission  
File Number)

43-1698480

(I.R.S. Employer  
Identification No.)

7500 College Blvd., Suite 1000, Overland Park,  
Kansas

66210

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

913-661-1500

Not Applicable

Former name or former address, if changed since last report

Ferrellgas Partners Finance Corp.

(Exact name of registrant as specified in its charter)

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Delaware

333-06693

43-1742520

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

7500 College Blvd., Suite 1000, Overland Park,  
Kansas

66210

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

913-661-1500

n/a

Former name or former address, if changed since last report

Ferrellgas, L.P.

(Exact name of registrant as specified in its charter)

Delaware

000-50182

43-1698481

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

7500 College Blvd., Suite 1000, Overland Park,  
Kansas

66210

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

913-661-1500

n/a

Former name or former address, if changed since last report

Ferrellgas Finance Corp.

(Exact name of registrant as specified in its charter)

Delaware

000-50183

14-1866671

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

7500 College Blvd., Suite 1000, Overland Park,  
Kansas

66210

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(Address of principal executive offices)

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(Zip Code)

Registrant's telephone number, including area code:

913-661-1500

n/a

\_\_\_\_\_  
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:

- ☐ 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 7.01 Regulation FD Disclosure.**

On March 18, 2011, Ferrellgas Partners, L.P. (the "Company") and its wholly-owned subsidiary Ferrellgas Partners Finance Corp. (together, the "Issuers") called for redemption \$98,000,000 aggregate principal amount of their outstanding 8 % Senior Notes due 2020 (the "Notes"). The Notes were issued pursuant to an Indenture dated as of April 13, 2010 (the "Base Indenture") among the Issuers and U.S. Bank National Association, as Trustee (the "Trustee"), and a First Supplemental Indenture, dated as of April 13, 2010, among the Issuers and the Trustee (the "First Supplemental Indenture" and, together with the Base Indenture, the "Indenture").

The Issuers will redeem the Notes with a portion of the net proceeds received by the Company from its previously announced underwritten public offering of 4,400,000 common units representing limited partner interests in the Company, which closed on March 18, 2011. The "equity clawback" provisions of the Indenture allow the Issuers to redeem up to 35% of the Notes originally issued under the Indenture at a redemption price equal to 108.625% of the aggregate principal amount of the Notes redeemed, plus accrued and unpaid interest, if any, to the redemption date, from the proceeds of one or more equity offerings. The principal amount being reduced represents the maximum principal amount of Notes that the Issuers are permitted to redeem under such provisions.

The redemption date will be March 28, 2011. A copy of the press release announcing the redemption is attached as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number Description

99.1 Press Release of the Issuers dated March 18, 2011.

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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 hereunto duly authorized.

Ferrellgas Partners, L.P.

March 21, 2011

By: /s/ J. Ryan VanWinkle

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Name: J. Ryan VanWinkle  
Title: Senior Vice President and Chief Financial Officer;  
Treasurer (Principal Financial and Accounting Officer) of  
Ferrellgas, Inc., the general partner

Ferrellgas Partners Finance Corp.

March 21, 2011

By: /s/ J. Ryan VanWinkle

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Name: J. Ryan VanWinkle  
Title: Chief Financial Officer and Sole Director

Ferrellgas, L.P.

March 21, 2011

By: /s/ J. Ryan VanWinkle

---

Name: J. Ryan VanWinkle  
Title: Senior Vice President and Chief Financial Officer;  
Treasurer (Principal Financial and Accounting Officer) of  
Ferrellgas, Inc., the general partner

Ferrellgas Finance Corp.

March 21, 2011

By: /s/ J. Ryan VanWinkle

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Name: J. Ryan VanWinkle  
Title: Chief Financial Officer and Sole Director

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of the Issuers dated March 18, 2011.