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FERRELLGAS PARTNERS L P
Form 8-K
July 03, 2003

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 earliest event reported: July 3, 2003

Date of report: July 3, 2003

Ferrellgas Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware	1-111331	43-1698480
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(State or other jurisdiction of incorporation)	Commission file number	(I.R.S. Employer Identification No.)

One Liberty Plaza, Liberty, Missouri 64068

(Address of principal executive offices, including zip code)

(816) 792-1600

(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS

On June 27, 2003, Ferrellgas Partners, L.P. and affiliates issued 1,250,000 common units representing limited partner interests pursuant to an underwritten public offering. We received net proceeds of approximately \$26.3 million from the sale of our common units and the payment to us from the exercise of the affiliate common unit options exercised. The net proceeds received from the sale of our common units were \$21.59 per common unit after deducting underwriting discounts and commissions. These proceeds and additional cash were used to redeem and retire a portion of our outstanding senior units.

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Pursuant to the underwriting agreement, the underwriter was also granted an option to purchase an additional 187,500 common units to cover any over-allotments. An over-allotment option of 110,000 common units was exercised on July 3, 2003. Proceeds obtained from the exercise of this over-allotment option will be used to redeem and retire a portion of our outstanding senior units.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) The following material is filed as an exhibit to this Current Report on Form 8-K.

Exhibit Number -----	Description -----
5.1	Opinion of Mayer, Brown, Rowe & Maw as to the legality of the common units issued by Ferrellgas Partners, L.P. pursuant to the above-referenced underwriting agreement.

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.

FERRELLGAS PARTNERS, L.P.

By Ferrellgas, Inc. (General Partner)

Date: July 3, 2003

By /s/ Kevin T. Kelly

Kevin T. Kelly
Senior Vice President and
Chief Financial Officer (Principal
Financial and Accounting Officer)

INDEX TO EXHIBITS

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