

FERRELLGAS PARTNERS L P  
Form 8-K  
June 08, 2010

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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):

June 7, 2010

**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

(Address of principal executive offices)

66210

(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)

\_\_\_\_\_  
(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 June 7, 2010, Ferrellgas, L.P. (the "Company") and its wholly-owned subsidiary Ferrellgas Finance Corp. (together, the "Issuers") commenced an offer to exchange \$300 million principal amount of the Issuers' 9.125% Senior Notes due 2017, which have been registered under the Securities Act of 1933, as amended, for a like principal amount of the Issuers' outstanding and unregistered 9.125% Senior Notes due 2017, which were issued on September 14, 2009 in a private placement. Ferrellgas, L.P. and Ferrellgas Finance Corp. are acting as co-obligors and co-issuers of the new notes.

The offer is being made pursuant to the terms and conditions included in Ferrellgas, L.P.'s and Ferrellgas Finance Corp.'s prospectus dated June 7, 2010. The terms of the new notes are substantially identical to the terms of the notes for which they are being exchanged, except that transfer restrictions generally do not apply to the new notes. The exchange offer will expire at 5:00 p.m., New York City time, on July 7, 2010, unless extended. A copy of the press release announcing the commencement of the exchange offering is attached as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit Number Description

99.1 Press Release of the Issuers dated June 7, 2010.

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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.

June 8, 2010

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.

June 8, 2010

By: /s/ J. Ryan VanWinkle

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

Ferrellgas, L.P.

June 8, 2010

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 Finance Corp.

June 8, 2010

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><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release of the Issuers dated June 7, 2010.