

STAR GAS PARTNERS LP
Form DEFA14A
June 19, 2003

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Material
- Soliciting Material Pursuant to [240.14a-11(c) or 240.14a-1]

STAR GAS PARTNERS, L.P.

(Name of Registrant as Specified in its Charter)

Not applicable

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box)

- x No filing fee required.

- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - 1) Title of each class of securities to which transaction applies:

 - 2) Aggregate number of securities to which transaction applies:

 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

 - 4) Proposed maximum aggregate value of transaction:

 - 5) Total fee paid:

- .. Fee paid previously with preliminary materials.

- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - 6) Amount Previously Paid:

 - 7) Form, Schedule or Registration Statement No.:

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News Announcement

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FOR IMMEDIATE RELEASE

STAR GAS PARTNERS, L.P. MAILS PROXIES

FOR PROPOSED PARTNERSHIP AGREEMENT AMENDMENTS

STAMFORD, CT (June 19, 2003) Star Gas Partners, L.P. (the Partnership or Star) (NYSE: SGU, SGH), a diversified home energy distributor and services provider specializing in heating oil, propane, natural gas and electricity, today announced that it has commenced a proxy mailing to unitholders of record as of May 27, 2003 in conjunction with a Special Meeting of Unitholders to be held July 25, 2003 at 11:00 a.m. EDT at the offices of Phillips Nizer LLP, 666 Fifth Avenue, 28th Floor, New York, NY 10103.

The purpose of the Special Meeting is to vote on three proposed amendments to the Star Gas Partners, L.P. Partnership Agreement concerning the future number of common units that are permitted to be issued. All eligible Star Gas Unitholders are encouraged to vote IN FAVOR OF all proposals as outlined below, and to submit their proxies via one of the methods outlined in the packet of materials, as soon as possible.

The three proposals up for consideration will permit Star to issue additional common units as follows:

- a) An unlimited number of common units if the proceeds from such issuances are used to repay long term indebtedness;
- b) An unlimited number of common units if the proceeds from such issuances are used to acquire capital assets in a transaction approved by our general partner s independent directors; and,
- c) Up to 3,000,000 additional common units for general partnership purposes.

(more)

The General Partner believes that approval of the three requested amendments will (1) increase the Partnership's financial flexibility, (2) facilitate the Partnership's investment in technology to improve productivity and cash flow, and (3) increase the Partnership ability to issue equity for unforeseen events and opportunities.

The Partnership has retained Georgeson Shareholder Communications Inc. to assist in the solicitation of proxies. Any questions about the proposals or requests for additional copies of the proxy material should be directed to Georgeson at 800/960-7546.

Star Gas Partners, L.P., is a leading distributor of home heating oil, propane and deregulated natural gas and electricity. The Partnership is the nation's largest retail distributor of home heating oil and the nation's seventh largest retail propane distributor. Star, through its wholly owned subsidiary Total Gas & Electric, also sells natural gas and electricity in the Northeast, Mid-Atlantic and Florida.

This news announcement contains certain forward-looking information that is subject to certain risks and uncertainties as indicated from time to time in the Partnership's 10-K, 10-Q, 8-K and other filings with the Securities and Exchange Commission. Included risks and uncertainties are the effects of the weather on the Partnership's financial results, competitive and propane and heating oil pricing pressures and other factors impacting the propane, home heating oil, natural gas and electricity distribution industries.

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