

FERRELLGAS PARTNERS L P  
Form 8-K  
June 15, 2005

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:** June 9, 2005

**Date of Report:** June 15, 2005

**Ferrellgas Partners, L.P.**

**Ferrellgas Partners Finance Corp.**

**Ferrellgas, L.P.**

**Ferrellgas Finance Corp.**

(Exact name of registrants as specified in their charters)

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Delaware	001-11331	43-1698480
Delaware	333-06693	43-1742520
Delaware	000-50182	43-1698481
Delaware (States or other jurisdictions of incorporation or organization)	000-50183 Commission file numbers	14-1866671 (I.R.S. Employer Identification Nos.)

7500 College Blvd., Suite 1000, Overland Park, KS 66210

(Address of principal executive offices) (Zip Code)

Registrants telephone number, including area code: (913) 661-1500

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**ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

**ITEM 8.01. OTHER EVENTS**

*Underwritten Public Offering of Common Units*

Ferrellgas Partners, L.P. announced today the closing of an underwritten public offering of 1,950,000 common units. The underwritten offering was made pursuant to an effective registration statement on Form S-3 previously filed with the Securities and Exchange Commission. Ferrell Companies, Inc., the parent company of the general partner of Ferrellgas Partners, purchased 385,000 common units in the offering and is now the beneficial holder of 18,435,773 common units. In addition, Malcolm McQuilkin, the general partner's President of Direct Imports, purchased 96,946 common units in the offering.

Ferrellgas Partners received approximately \$39.6 million from the sale of its common units, after deducting underwriting discounts and commissions and offering expenses and including the related capital contribution paid to Ferrellgas Partners by its general partner. Ferrellgas Partners intends to use these funds to reduce borrowings outstanding under the bank credit facility of its operating partnership, Ferrellgas, L.P.

Pursuant to the underwriting agreement related to this offering, Ferrellgas Partners granted an option to Lehman Brothers Inc. to purchase an additional 292,500 common units to cover any over-allotments. The underwriter must exercise this option to purchase additional units, in full or in part, within 30 days. The underwriting agreement related to the offering is filed as Exhibit 1.1 to this Current Report.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

**(a) Financial statements of businesses acquired**

Not applicable

**(b) Pro forma financial information**

Not applicable

**(c) Exhibits**

The exhibits listed in the Index to Exhibits are filed as part of this Current Report on Form 8-K.



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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FERRELLGAS PARTNERS, L.P.

By: Ferrellgas, Inc., its general partner

Date: June 15, 2005

By: /s/ Kevin T. Kelly  
Kevin T. Kelly

Senior Vice President and

Chief Financial Officer

FERRELLGAS PARTNERS FINANCE CORP.

Date: June 15, 2005

By: /s/ Kevin T. Kelly  
Kevin T. Kelly

Senior Vice President and

Chief Financial Officer

FERRELLGAS, L.P.

By: Ferrellgas, Inc., its general Partner

Date: June 15, 2005

By: /s/ Kevin T. Kelly  
Kevin T. Kelly

Senior Vice President and

Chief Financial Officer

FERRELLGAS FINANCE CORP.

Date: June 15, 2005

By: /s/ Kevin T. Kelly  
Kevin T. Kelly

Senior Vice President and

Chief Financial Officer

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**INDEX TO EXHIBITS**

<b><u>Exhibit No.</u></b>	<b><u>Description of Exhibit</u></b>
1.1	Underwriting Agreement dated June 9, 2005 among Ferrellgas Partners, L.P., Ferrellgas, L.P., Ferrellgas, Inc. and the underwriter named therein.
5.1	Legal opinion of Mayer, Brown, Rowe & Maw LLP dated June 15, 2005 as to the legality of the common units issued by Ferrellgas Partners, L.P. pursuant to the Underwriting Agreement referenced in Exhibit 1.1 herewith.
8.1	Legal opinion of Mayer, Brown, Rowe & Maw LLP dated June 15, 2005 as to tax matters.
23.1	Consent of Mayer, Brown, Rowe & Maw LLP (contained in Exhibits 5.1 and 8.1 herewith).