

FERRELLGAS PARTNERS L P
Form 8-K
March 10, 2009

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 10, 2009

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

(IRS 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)

Delaware

(State or other Jurisdiction of
Incorporation)

333-06693

(Commission File Number)

43-1742520

(IRS 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, L.P.

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of
Incorporation)

000-50182

(Commission File Number)

43-1698481

(IRS 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 Finance Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of
Incorporation)

000-50183

(Commission File Number)

14-1866671

(IRS 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.)

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))

Item 2.02 Results of Operations and Financial Condition.

The information included in Item 7.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.02 of this Current Report on Form 8-K.

Item 7.01 Regulation FD Disclosure.

On March 10, 2009, Ferrellgas Partners, L.P. issued a press release regarding its financial results for its second fiscal quarter ended January 31, 2009. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

Exhibit 99.1 Press release of Ferrellgas Partners, L.P. dated March 10, 2009, reporting its financial results for its second fiscal quarter ended January 31, 2009.

Limitation on Materiality and Incorporation by Reference

The information in this Current Report on Form 8-K related to Items 2.02 and 7.01, including Exhibit 99.1 furnished herewith, is being furnished to the SEC pursuant to Item 2.02 and Item 7.01 of Form 8-K and is not deemed to be filed with the SEC for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of Section 18. In addition, such information is not to be incorporated by reference into any registration statement of Ferrellgas Partners, L.P., Ferrellgas Partners Finance Corp., Ferrellgas, L.P. or Ferrellgas Finance Corp. or other filings of such entities made pursuant to the Exchange Act or the Securities Act, unless specifically identified as being incorporated therein by reference.

The furnishing of particular information in this Current Report, including Exhibit 99.1 furnished herewith, pursuant to Item 7.01 of Form 8-K is not intended to, and does not, constitute a determination or admission by Ferrellgas Partners, L.P., Ferrellgas Partners Finance Corp., Ferrellgas, L.P. or Ferrellgas Finance Corp. as to the materiality or completeness of any such information that is required to be disclosed solely by Regulation FD of the Exchange Act.

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. (General Partner)

Date: March 10, 2009

By /s/ J. Ryan VanWinkle
J. Ryan VanWinkle
Senior Vice President and
Chief Financial Officer; Treasurer
(Principal Financial and Accounting
Officer)

Ferrellgas Partners Finance Corp.

Date: March 10, 2009

By /s/ J. Ryan VanWinkle
J. Ryan VanWinkle
Chief Financial Officer and Sole
Director

Ferrellgas L.P.

By Ferrellgas, Inc. (General Partner)

Date: March 10, 2009

By /s/ J. Ryan VanWinkle
J. Ryan VanWinkle
Senior Vice President and
Chief Financial Officer; Treasurer
(Principal Financial and Accounting
Officer)

Ferrellgas Finance Corp.

Date: March 10, 2009

By /s/ J. Ryan VanWinkle
J. Ryan VanWinkle
Chief Financial Officer and Sole
Director

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Ferrellgas Partners, L.P., dated March 10, 2009, reporting its financial results for its second fiscal quarter ended January 31, 2009