

SUBURBAN PROPANE PARTNERS LP

Form 8-K

August 10, 2009

Table of Contents

**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): August 10, 2009**

**Suburban Propane Partners, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-14222**

**22-3410353**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**240 Route 10 West  
Whippany, New Jersey 07981**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(973) 887-5300**

(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 (see General Instruction A.2. below):

- 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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**TABLE OF CONTENTS**

Item 8.01 Other Events

Item 9.01 Exhibits

SIGNATURES

EXHIBIT INDEX

EX-23.1

EX-99.1

EX-99.2

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**Table of Contents**

**Item 8.01 Other Events**

The audited balance sheet of Suburban Energy Services Group LLC, the general partner of Suburban Propane Partners, L.P., as of September 27, 2008 and the unaudited balance sheet as of June 27, 2009 is filed herewith as Exhibit 99.1.

On August 10, 2009 Suburban issued a press release announcing that it, together with Suburban Energy Finance Corp., a wholly-owned subsidiary, had commenced a cash tender offer for up to \$175 million aggregate principal amount of their unsecured 6.875% senior notes due 2013. A copy of the press release is filed herewith as Exhibit 99.2 hereto and is incorporated herein by reference.

**Item 9.01 Exhibits**

(d) Exhibits:

23.1 Consent of PricewaterhouseCoopers LLP

99.1 (i) Audited balance sheet of Suburban Energy Services Group LLC as of September 27, 2008 and  
(ii) unaudited balance sheet as of June 27, 2009

99.2 Press release of Suburban Propane Partners, L.P. dated August 10, 2009, announcing the commencement of a cash tender offer for up to \$175 million aggregate principal amount of the unsecured 6.875% senior notes due 2013 of Suburban Propane Partners, L.P. and Suburban Energy Finance Corp.

**Table of Contents**

**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.

SUBURBAN PROPANE PARTNERS, L.P.

Date: August 10, 2009

By: /s/ MICHAEL A. STIVALA  
Name: Michael A. Stivala  
Title: Chief Financial Officer and  
Chief Accounting Officer

**Table of Contents**

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4