



**Item 8.01 Other Events.**

On September 8, 2009, in connection with the previously announced cash tender offer (the Offer ) of Suburban Propane Partners, L.P. and Suburban Energy Finance Corp. (collectively Suburban ) to purchase up to \$175 million aggregate principal amount of their outstanding 6.875% Senior Notes due 2013 with CUSIP number 864486AB1 (the Notes ), Suburban Propane Partners, L.P. issued a press release announcing that, as of the expiration of the Offer at 9:00 a.m., New York City time, on September 8, 2009, Notes with an aggregate principal amount of \$302,616,000 have been validly tendered and not validly withdrawn. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits:

- 99.1 Press release of Suburban Propane Partners, L.P. dated September 8, 2009, announcing that \$302,616,000 aggregate principal amount of unsecured 6.875% Senior Notes due 2013 ( Notes ) issued by Suburban Propane Partners, L.P. and Suburban Energy Finance Corp. (collectively, Suburban ) have been validly tendered and not validly withdrawn in connection with the offer of Suburban to purchase up to \$175 million aggregate principal amount of Notes as of the expiration of such offer.

**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: September 8, 2009

By: /s/ MICHAEL A. STIVALA

Name: Michael A. Stivala

Title: Chief Financial Officer and  
Chief Accounting Officer

**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Press release of Suburban Propane Partners, L.P. dated September 8, 2009, announcing that \$302,616,000 aggregate principal amount of unsecured 6.875% Senior Notes due 2013 ( Notes ) issued by Suburban Propane Partners, L.P. and Suburban Energy Finance Corp. (collectively, Suburban ) have been validly tendered and not validly withdrawn in connection with the offer of Suburban to purchase up to \$175 million aggregate principal amount of Notes as of the expiration of such offer.