

Item 1.01. Entry into a Material Definitive Agreement.

On October 6, 2016, Western Gas Partners, LP (the “Partnership”), together with its general partner, entered into an Underwriting Agreement (the “Underwriting Agreement”) with Morgan Stanley & Co. LLC and RBC Capital Markets, LLC, as representatives of the several underwriters, relating to the public offering of \$200 million aggregate principal amount (the “Additional Notes”) of the Partnership’s 5.45% senior notes due 2044 (the “2044 Notes”) at a price to the public of 102.776% of the face amount of the 2044 Notes. The Additional Notes are being offered as additional senior notes under an indenture pursuant to which the Partnership issued \$400 million aggregate principal amount of 2044 Notes on March 20, 2014. The Additional Notes are identical to, and will be treated as a single class of debt securities with, the previously issued 2044 Notes under the indenture governing the previously issued 2044 Notes.

The offering of the Additional Notes is expected to close on October 18, 2016, subject to customary closing conditions. The Partnership expects to use the net proceeds from the offering to repay all of the amounts outstanding under its revolving credit facility and then any remaining proceeds for general partnership purposes, including to fund capital expenditures.

The offering was made pursuant to the Partnership’s shelf registration statement on Form S-3 (File No. 333-193828), which became effective on February 7, 2014.

The Underwriting Agreement contains customary representations, warranties and agreements, conditions to closing, indemnification obligations, including for liabilities under the Securities Act of 1933, and termination provisions. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and incorporated by reference herein.

Relationships

From time to time, certain of the underwriters and their related entities have engaged, and may in the future engage, in commercial and investment banking transactions with the Partnership in the ordinary course of their business. They have received, and expect to receive, customary compensation and expense reimbursement for these commercial and investment banking transactions. In addition, affiliates of certain of the underwriters are lenders under the Partnership’s revolving credit facility and, as such, will receive a portion of the proceeds from the offering pursuant to the repayment of borrowings under such facility.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of the Exhibit
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1.1	Underwriting Agreement, dated October 6, 2016, by and among the Partnership and Western Gas Holdings, LLC, and Morgan Stanley & Co. LLC and RBC Capital Markets, LLC, as representatives of the several underwriters named therein.
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SIGNATURE

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.

WESTERN GAS
PARTNERS, LP

By: Western
Gas
Holdings,
LLC, its
general
partner

Dated: October 7, 2016 By: /s/ Philip
H.
Peacock
Philip H.
Peacock
Vice
President,
General
Counsel
and
Corporate
Secretary

EXHIBIT INDEX

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