

NGL Energy Partners LP
Form 8-K
December 16, 2011

**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): **December 16, 2011 (December 12, 2011)**

NGL ENERGY PARTNERS LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35172
(Commission File Number)

27-3427920
(I.R.S. Employer
Identification No.)

**6120 South Yale Avenue
Suite 805
Tulsa, Oklahoma 74136**

(Address of principal executive offices) (Zip Code)

(918) 481-1119

(Registrant's telephone number, including area code)

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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))
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Item 1.01. Entry into a Material Definitive Agreement.

On December 12, 2011, NGL Energy Partners LP (the *Partnership*) entered into Contribution and Sale Agreements (collectively, the *Contribution Agreements*) with seven companies affiliated with Pacer Propane Holding, L.P. (collectively, *Pacer Propane*), whereby substantially all of the assets comprising the propane operations of Pacer Propane will be contributed to the Partnership in exchange for an aggregate, subject to adjustment, of approximately \$30.5 million in cash and the issuance of 1.5 million common units representing limited partnership interests in the Partnership. The Contribution Agreements also contemplate a working capital payment for certain specified working capital items that may be payable by the Partnership or Pacer Propane. Pacer Propane is an affiliated group of privately owned propane marketing companies with operations in Colorado, Illinois, Mississippi, Oregon, Utah and Washington.

The Pacer Propane transactions are expected to close in January 2012. The closings are subject to the satisfaction of customary conditions to closing, including the performance of material covenants, accuracy of representations and warranties and obtaining material consents and approvals.

Upon consummation of the transactions contemplated by the Contribution Agreements and based on the number of common units and subordinated units of the Partnership that are currently outstanding, Pacer Propane would hold an approximate 5% limited partner interest in the Partnership. The Contribution Agreements provide that the Partnership will amend its existing registration rights agreement to grant certain registration rights for the common units issued pursuant to the Pacer Propane transactions.

The Contribution Agreements contain representations, warranties and other provisions that were made or agreed to, among other things, to provide the parties with specified rights and obligations and to allocate risk among them and are qualified by the related schedules. Accordingly, the Contribution Agreements should not be relied upon as constituting a description of the state of affairs of any of the parties or their affiliates at the time they were entered into or otherwise.

The foregoing description is qualified in its entirety by reference to the full text of the Contribution Agreements, which the Partnership intends to file as exhibits to a later filing with the SEC.

Item 7.01. Regulation FD Disclosure.

On December 12, 2011, the Partnership issued a press release announcing the Pacer Propane transaction. A copy of the press release is furnished as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | NGL Energy Partners LP press release dated December 12, 2011 |

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.

NGL ENERGY PARTNERS LP

By: NGL Energy Holdings LLC,
its general partner

Date: December 16, 2011

By: /s/ Craig S. Jones
Craig S. Jones
Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | NGL Energy Partners LP press release dated December 12, 2011 |