

Tallgrass Energy Partners, LP
Form 8-K
October 31, 2014

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): October 31, 2014 (October 31, 2014)

Tallgrass Energy Partners, LP

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

001-35917
(Commission
File Number)

46-1972941
(I.R.S. Employer
Identification No.)

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4200 W. 115th Street, Suite 350

Leawood, Kansas
(Address of Principal Executive Offices)

66211
(Zip Code)

Registrant's telephone number, including area code: (913) 928-6060

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 1.01. Entry Into a Material Definitive Agreement.***Equity Distribution Agreement***

On October 31, 2014, Tallgrass Energy Partners, LP (Partnership) entered into an Equity Distribution Agreement (Distribution Agreement) by and among the Partnership and Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc. (each, a Manager and collectively, the Managers). Pursuant to the terms of the Distribution Agreement, the Partnership may sell from time to time through the Managers, as the Partnership's sales agents, the Partnership's common units representing limited partner interests having an aggregate offering price of up to \$200,000,000 (the Units). Under the terms of the Distribution Agreement, the Partnership may also sell Units from time to time to any Manager as principal for its own account at a price to be agreed upon at the time of sale. Any sale of Units to a Manager as principal would be pursuant to the terms of a separate terms agreement between the Partnership and such Manager. Sales of the Units, if any, will be made by means of ordinary brokers' transactions, to or through a market maker or directly on or through an electronic communication network, a dark pool or any similar market venue, or as otherwise agreed by the Partnership and one or more of the Managers. The Units will be issued pursuant to the Partnership's shelf registration statement on Form S-3 (Registration No. 333-196454).

All of the Managers and their respective affiliates have provided, and may in the future provide, various financial advisory, sales and trading, commercial and investment banking and other financial and non-financial activities and services to the Partnership and its affiliates, for which they received or will receive customary fees and expenses. In addition, affiliates of all of the Managers are lenders under the Partnership's revolving credit facility.

The summary of the Distribution Agreement in this report does not purport to be complete and is qualified by reference to the full text of the Distribution Agreement, a copy of which is filed as Exhibit 1.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

Legal opinions relating to the Units are included as Exhibits 5.1 and 8.1 to this Current Report.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

EXHIBIT NUMBER	DESCRIPTION
1.1	Equity Distribution Agreement, dated as of October 31, 2014, by and among the Partnership and the Managers named therein.
5.1	Opinion of Baker Botts L.L.P.
8.1	Opinion of Baker Botts L.L.P., relating to tax matters.
23.1	Consent of Baker Botts L.L.P. (included in Exhibit 5.1 hereto).
23.2	Consent of Baker Botts L.L.P. (included in Exhibit 8.1 hereto).

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.

TALLGRASS ENERGY PARTNERS, LP

By: Tallgrass MLP GP, LLC,

its general partner

By: /s/ David G. Dehaemers, Jr.

David G. Dehaemers, Jr.

President and Chief Executive Officer

Date: October 31, 2014

INDEX TO EXHIBITS

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