



Item 1.01. Entry Into a Material Definitive Agreement.

On June 30, 2016, Western Gas Partners, LP (the “Partnership”), together with its general partner, entered into an Underwriting Agreement (the “Underwriting Agreement”) with Deutsche Bank Securities Inc. and Mizuho Securities USA Inc., as representatives of the several underwriters, relating to the public offering of \$500 million aggregate principal amount of the Partnership’s 4.650% senior notes due 2026 (the “Notes”) at a price to the public of 99.796% of the face amount of the Notes.

The offering of the Notes is expected to close on July 12, 2016, subject to customary closing conditions. The Partnership expects to use the net proceeds from the offering to repay a portion of the amount outstanding under its revolving credit facility.

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 substantial 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
1.1	Underwriting Agreement, dated June 30, 2016, by and among the Partnership and Western Gas Holdings, LLC, and Deutsche Bank Securities Inc. and Mizuho Securities USA Inc., as representatives of the several underwriters named therein.

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: July 6, 2016 By: /s/ Philip  
H.  
Peacock  
Philip H.  
Peacock  
Vice  
President,  
General  
Counsel  
and  
Corporate  
Secretary

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EXHIBIT INDEX

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