

Tallgrass Energy Partners, LP  
Form 8-K  
February 07, 2018

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): February 7, 2018

Tallgrass Energy Partners, LP  
(Exact name of registrant as specified in its charter)  
Delaware 001-35917 46-1972941  
(State or Other Jurisdiction of (Commission File (I.R.S. Employer Identification No.)  
Incorporation or Organization) Number)

4200 W. 115th Street, Suite 350 66211  
Leawood, Kansas  
(Address of Principal Executive Offices) (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On February 7, 2018, Tallgrass Energy Partners, LP (the “Partnership”) and Tallgrass Energy GP, LP, a Delaware limited partnership (“TEGP”), issued a joint press release announcing the recent acquisition by the Partnership of a 2% membership interest in Tallgrass Pony Express Pipeline, LLC, a Delaware limited liability company, and administrative assets from Tallgrass Development, LP, a Delaware limited partnership (“Development”). The joint press released also announced the merger of Development with and into Tallgrass Development Holdings, LLC, a Delaware limited liability company and direct wholly-owned subsidiary of Tallgrass Equity, LLC, a Delaware limited liability company (“TE”). A copy of the press release is furnished with this Form 8-K as Exhibit 99.1 and incorporated into this Item 7.01 by reference.

TEGP is the managing member of and therefore controls TE. TE, in turn, controls the Partnership through the direct ownership of 100% of Tallgrass MLP GP, LLC (“TEP GP”), the Partnership’s general partner. As a result, under generally accepted accounting principles, TEGP consolidates TE, TEP GP, the Partnership, and the Partnership’s subsidiaries.

In accordance with General Instruction B.2 to Form 8-K, the information provided in this Item 7.01 and attached to this Current Report on Form 8-K as Exhibit 99.1 shall be deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of the general incorporation language of such filing, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

EXHIBIT  
NUMBER

DESCRIPTION

99.1

Joint press release issued by Tallgrass Energy Partners, LP and Tallgrass Energy GP, LP, dated February 7, 2018 (Furnished solely for purposes of Item 7.01 of this Form 8-K).

---

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

Date: February 7, 2018 By: /s/ David G. Dehaemers, Jr.  
David G. Dehaemers, Jr.  
President and Chief  
Executive Officer