

SUBURBAN PROPANE PARTNERS LP
Form 8-K
September 08, 2009

**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): September 8, 2009

SUBURBAN PROPANE PARTNERS, L.P.
(Exact name of registrant as specified in its charter)

Delaware (State or other Jurisdiction of Incorporation)	1-14222 (Commission File Number)	22-3410353 (IRS Employer Identification No.)
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240 Route 10 West Whippany, NJ (Address of Principal Executive Offices)	07981 (Zip Code)
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Registrant's telephone number, including area code: **(973) 887-5300**

(Former name or former address if changed since last report.)

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 8.01 Other Events.

On September 8, 2009, in connection with the previously announced cash tender offer (the Offer) of Suburban Propane Partners, L.P. and Suburban Energy Finance Corp. (collectively Suburban) to purchase up to \$175 million aggregate principal amount of their outstanding 6.875% Senior Notes due 2013 with CUSIP number 864486AB1 (the Notes), Suburban Propane Partners, L.P. issued a press release announcing that, as of the expiration of the Offer at 9:00 a.m., New York City time, on September 8, 2009, Notes with an aggregate principal amount of \$302,616,000 have been validly tendered and not validly withdrawn. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

- 99.1 Press release of Suburban Propane Partners, L.P. dated September 8, 2009, announcing that \$302,616,000 aggregate principal amount of unsecured 6.875% Senior Notes due 2013 (Notes) issued by Suburban Propane Partners, L.P. and Suburban Energy Finance Corp. (collectively, Suburban) have been validly tendered and not validly withdrawn in connection with the offer of Suburban to purchase up to \$175 million aggregate principal amount of Notes as of the expiration of such offer.

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.

SUBURBAN PROPANE PARTNERS, L.P.

Date: September 8, 2009

By: /s/ MICHAEL A. STIVALA

Name: Michael A. Stivala

Title: Chief Financial Officer and
Chief Accounting Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	<p data-bbox="304 323 1501 428">Press release of Suburban Propane Partners, L.P. dated September 8, 2009, announcing that \$302,616,000 aggregate principal amount of unsecured 6.875% Senior Notes due 2013 (Notes) issued by Suburban Propane Partners, L.P. and Suburban Energy Finance Corp. (collectively, Suburban) have been validly tendered and not validly withdrawn in connection with the offer of Suburban to purchase up to \$175 million aggregate principal amount of Notes as of the expiration of such offer.</p>