

FERRELLGAS FINANCE CORP

Form 8-K

December 09, 2008

**Table of Contents**

**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 9, 2008**

**Ferrellgas Partners, L.P.**

(Exact name of registrant as specified in its charter)

Delaware	001-11331	43-1698480
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
7500 College Blvd., Suite 1000, Overland Park, Kansas		66210
(Address of principal executive offices)		(Zip Code)
Registrant's telephone number, including area code: 913-661-1500		
Not Applicable		

Former name or former address, if changed since last report

**Ferrellgas Partners Finance Corp.**

(Exact name of registrant as specified in its charter)

Delaware	333-06693	43-1742520
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
7500 College Blvd., Suite 1000, Overland Park, Kansas		66210
(Address of principal executive offices)		(Zip Code)
Registrant's telephone number, including area code: 913-661-1500		
n/a		

Former name or former address, if changed since last report

**Ferrellgas, L.P.**

(Exact name of registrant as specified in its charter)

Delaware	000-50182	43-1698481
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(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
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7500 College Blvd., Suite 1000, Overland  
Park, Kansas

66210

(Address of principal executive offices)	(Zip Code)
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Registrant's telephone number, including area code: 913-661-1500  
n/a

Former name or former address, if changed since last report

**Ferrellgas Finance Corp.**

(Exact name of registrant as specified in its charter)

Delaware

000-50183

14-1866671

(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
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7500 College Blvd., Suite 1000, Overland  
Park, Kansas

66210

(Address of principal executive offices)	(Zip Code)
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Registrant's telephone number, including area code: 913-661-1500  
n/a

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))

**TABLE OF CONTENTS**

Item 2.02 Results of Operations and Financial Condition

Item 9.01 Financial Statements and Exhibits

SIGNATURES

Exhibit Index

EXHIBIT 23.1

EXHIBIT 23.2

EXHIBIT 99.15

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**Table of Contents**

**Item 2.02 Results of Operations and Financial Condition.**

**Ferrellgas, Inc. Audited Financial Statements**

Deloitte & Touche LLP, an independent registered public accounting firm, has audited the consolidated balance sheets of Ferrellgas, Inc., the general partner of Ferrellgas Partners, L.P. and Ferrellgas, L.P., and subsidiaries as of July 31, 2008 and 2007, and the related consolidated statements of earnings, stockholders' equity (deficiency), and cash flows for each of the three years in the period ended July 31, 2008. See Exhibit 99.15 for the audited financial statements and the report of the independent registered public accounting firm related hereto.

These audited financial statements and report of the independent registered public accounting firm dated October 22, 2008, and filed herewith, are incorporated by reference in Amendment No. 1 to Registration Statement Nos.

333-134867, 333-137961 and 333-130193, in Registration Nos. 333-121350, 333-115765 and 333-132337 on Form S-3, in Registration Statement No. 333-132340 on Form S-4, and in Post-Effective Amendment No. 1 to Registration Statement Nos. 333-87633 and 333-84344 of Ferrellgas Partners, L.P. and subsidiaries on Form S-8. See Exhibit 23.1 hereto for the independent registered public accounting firm's consent.

These audited financial statements and report of the independent registered public accounting firm dated October 22, 2008, and filed herewith are incorporated by reference in Registration Statement No. 333-132337-01 of Ferrellgas Partners Finance Corp. on Form S-3. See Exhibit 23.2 hereto for the independent registered public accounting firm's consent.

**Item 9.01 Financial Statements and Exhibits.**

The following materials are filed as exhibits to this Current Report on Form 8-K.

Exhibit 23.1 Consent of Deloitte & Touche LLP, independent registered accounting firm, for the certain use of its report appearing in the Current Report on Form 8-K of Ferrellgas Partners, L.P., as filed with the Securities and Exchange Commission on December 9, 2008.

Exhibit 23.2 Consent of Deloitte & Touche LLP, independent registered accounting firm, for the certain use of its report appearing in the Current Report on Form 8-K of Ferrellgas Partners Finance Corp., as filed with the Securities and Exchange Commission on December 9, 2008.

Exhibit 99.15 Audited consolidated balance sheets of Ferrellgas, Inc. as of July 31, 2008 and 2007, and the related consolidated statements of earnings, stockholders' equity (deficiency), and cash flows for each of the three years in the period ended July 31, 2008.

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**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Ferrellgas Partners, L.P.

Date: December 9, 2008

By /s/ J. Ryan VanWinkle  
J. Ryan VanWinkle  
Chief Financial Officer  
(Principal Financial and Accounting  
Officer)

Ferrellgas Partners Finance Corp.

Date: December 9, 2008

By /s/ J. Ryan VanWinkle  
J. Ryan VanWinkle  
Chief Financial Officer and Sole  
Director

Ferrellgas L.P.

Date: December 9, 2008

By /s/ J. Ryan VanWinkle  
J. Ryan VanWinkle  
Chief Financial Officer  
(Principal Financial and Accounting  
Officer)

Ferrellgas Finance Corp.

Date: December 9, 2008

By /s/ J. Ryan VanWinkle  
J. Ryan VanWinkle  
Chief Financial Officer and Sole  
Director

**Table of Contents**

Exhibit Index

**Exhibit No.    Description**

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99.15	Audited consolidated balance sheets of Ferrellgas, Inc. as of July 31, 2008 and 2007, and the related consolidated statements of earnings, stockholders equity (deficiency), and cash flows for each of the three years in the period ended July 31, 2008.