

Western Gas Partners LP
Form 8-K/A
April 19, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): April 19, 2013 (February 27, 2013)

WESTERN GAS PARTNERS, LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-34046
(Commission
File Number)
1201 Lake Robbins Drive

26-1075808
(I.R.S. Employer
Identification No.)

The Woodlands, Texas 77380-1046

(Address of principal executive offices) (Zip Code)

(832) 636-6000

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- “ 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))

EXPLANATORY NOTE

On March 5, 2013, Western Gas Partners, LP (the Partnership) filed a Current Report on Form 8-K (the Initial Report) to report, among other things, the closing of its acquisition on March 1, 2013, of a 33.75% interest in both the Liberty and Rome gas gathering systems from Anadarko Marcellus Midstream, L.L.C., a wholly owned subsidiary of Anadarko Petroleum Corporation. The interest acquired is referred to as the Non-Operated Marcellus Interest and the acquisition as the Non-Operated Marcellus Interest acquisition.

The consideration paid by the Partnership for the Non-Operated Marcellus Interest consisted of \$465.5 million in cash and 449,129 common units of the Partnership. The Partnership funded the cash consideration through \$250.0 million in borrowings under its revolving credit facility and \$215.5 million of cash on hand.

This Current Report on Form 8-K/A (the Amendment) amends and supplements the Initial Report to include the financial statements of the Non-Operated Marcellus Interest and the unaudited pro forma financial statements of the Partnership required by Items 9.01(a) and 9.01(b) of Form 8-K, and to include exhibits under Item 9.01(d) of Form 8-K. No other modifications to the Initial Report are being made by this Amendment.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired

Financial Statements of the Non-Operated Marcellus Interest as of and for the year ended December 31, 2012, a copy of which is included as Exhibit 99.1 to this Current Report on Form 8-K/A, incorporated herein by reference.

(b) Pro Forma Financial Information

Unaudited Pro Forma Condensed Consolidated Financial Statements of the Partnership as of and for the year ended December 31, 2012, a copy of which is included as Exhibit 99.2 to this Current Report on Form 8-K/A, incorporated herein by reference.

(d) Exhibits

23.1 Consent of KPMG LLP.

99.1 Financial Statements of the Non-Operated Marcellus Interest as of and for the year ended December 31, 2012.

99.2 Unaudited Pro Forma Condensed Consolidated Financial Statements of the Partnership as of and for the year ended December 31, 2012.

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

Date: April 19, 2013

By: /s/ Benjamin M. Fink
Benjamin M. Fink
Senior Vice President, Chief Financial Officer
and Treasurer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Title</u>
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99.2	Unaudited Pro Forma Condensed Consolidated Financial Statements of the Partnership as of and for the year ended December 31, 2012.

