

**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): **June 2, 2015 (May 29, 2015)**

**Ferrellgas Partners, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-11331**  
(Commission  
File Number)

**43-1698480**  
(I.R.S. Employer  
Identification No.)

**7500 College Blvd., Suite 1000,  
Overland Park, Kansas**  
(Address of principal executive offices)

**66210**  
(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 Partners Finance Corp.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**333-06693**  
(Commission  
File Number)

**43-1742520**  
(I.R.S. Employer  
Identification No.)

**7500 College Blvd., Suite 1000,  
Overland Park, Kansas**  
(Address of principal executive offices)

**66210**  
(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**  
(State or other jurisdiction  
of incorporation)

**000-50182**  
(Commission  
File Number)

**43-1698481**  
(I.R.S. Employer  
Identification No.)

**7500 College Blvd., Suite 1000,  
Overland Park, Kansas**  
(Address of principal executive offices)

**66210**  
(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 Finance Corp.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-50183**  
(Commission  
File Number)

**14-1866671**  
(I.R.S. Employer  
Identification No.)

**7500 College Blvd., Suite 1000,  
Overland Park, Kansas**  
(Address of principal executive offices)

**66210**  
(Zip Code)

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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On May 29, 2015, Ferrellgas, L.P. (the "**Operating Partnership**") entered into an Amendment No. 4 to Credit Agreement and Amendment No. 2 to Security Agreement (the "**Credit Agreement Amendment**") among the Operating Partnership, as borrower, Ferrellgas, Inc., and Bank of America, N.A., as

administrative agent, swing line lender and L/C issuer, and the lenders party thereto. The Credit Agreement Amendment was entered into to facilitate the previously announced acquisition by Ferrellgas Partners, L.P. (the "**Partnership**") of all of the equity interests in Bridger Logistics, LLC and its subsidiaries and, among other things, amended certain covenants to (i) give pro forma effect to the contemplated issuance of the Issuers' senior notes (described below), the possible incurrence by the Operating Partnership of certain other indebtedness, the consummation of such acquisition and the contribution of such equity interests by the Partnership to the Operating Partnership and (ii) permit the repayment of such senior notes and other indebtedness in accordance with the contemplated terms thereof in the event that such acquisition and contribution are not consummated by October 1, 2015.

**Item 7.01. Regulation FD Disclosure.**

On June 1, 2015, the Operating Partnership and Ferrellgas Finance Corp. (together with the Operating Partnership, the "**Issuers**") issued a press release related to the launch of the offering and sale of \$400 million in aggregate principal amount of the Issuers' senior notes. On June 1, 2015, the Partnership issued a press release related to the launch of the offering and sale by the Partnership, and purchase by certain underwriters, of 6,325,000 common units representing limited partner interests in the Partnership. Copies of the press releases are filed as Exhibit 99.1 and Exhibit 99.2, respectively, to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the press releases are deemed to be "furnished" and shall not be deemed "filed" for the purpose 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 such information and Exhibit be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

Exhibit Number	Description
99.1	Press Release of Ferrellgas, L.P. and Ferrellgas Finance Corp. related to the launch of the notes offering dated June 1, 2015.
99.2	Press Release of Ferrellgas Partners, L.P. related to the launch of the common units offering dated June 1, 2015.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FERRELLGAS PARTNERS, L.P.  
By: Ferrellgas, Inc., its general partner

June 2, 2015

By:  
/s/ Alan C. Heitmann  
Name: Alan C. Heitmann  
Title: Executive Vice President and Chief Financial Officer; Treasurer  
(Principal Financial and Accounting Officer)

FERRELLGAS PARTNERS FINANCE CORP.

June 2, 2015

By:  
/s/ Alan C. Heitmann  
Name: Alan C. Heitmann  
Title: Chief Financial Officer and Sole Director

FERRELLGAS, L.P.  
By: Ferrellgas, Inc., its general partner

June 2, 2015

By:  
/s/ Alan C. Heitmann  
Name: Alan C. Heitmann  
Title: Executive Vice President and Chief Financial Officer; Treasurer  
(Principal Financial and Accounting Officer)

FERRELLGAS FINANCE CORP.

June 2, 2015

By:  
/s/ Alan C. Heitmann  
Name: Alan C. Heitmann  
Title: Chief Financial Officer and Sole Director

## EXHIBIT INDEX

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June 1, 2015

**Ferrellgas, L.P. Announces Proposed Offering of Senior Notes**

OVERLAND PARK, KANSAS, June 1, 2015 (GLOBE NEWSWIRE) — Ferrellgas, L.P., the operating subsidiary of Ferrellgas Partners, L.P. (NYSE:FGP), and its wholly owned subsidiary, Ferrellgas Finance Corp., announced today that they intend to offer \$400.00 million in aggregate principal amount of senior unsecured notes due 2023 in a private placement to eligible purchasers. Ferrellgas, L.P. and Ferrellgas Finance Corp. intend to use the net proceeds from the proposed offering to fund a portion of the cash portion of the consideration for the pending acquisition of all of the outstanding membership interests in Bridger Logistics, LLC and its subsidiaries.

The securities to be offered have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Ferrellgas, L.P. and Ferrellgas Finance Corp. plan to offer and sell the securities only to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons in transactions outside the United States pursuant to Regulation S under the Securities Act.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

CONTACT: Jack Herrold, Investor Relations, 913-661-1851  
Jim Saladin, Media Relations, 913-661-1833  
Scott Brockelmeyer, Media Relations, 913-661-1830

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June 1, 2015

### **Ferrellgas Partners, L.P. Announces Public Offering of Common Units**

OVERLAND PARK, KANSAS, June 1, 2015 (GLOBE NEWSWIRE) — Ferrellgas Partners, L.P. (NYSE:FGP) announced today that it has commenced an underwritten public offering of 6,325,000 common units representing limited partner interests in FGP. The underwriters will be granted a 30-day option to purchase up to an additional 948,750 common units.

FGP intends to use the net proceeds from the offering, including the proceeds from any exercise of the option to purchase additional common units, to fund a portion of the cash portion of the consideration for the pending acquisition of all of the outstanding membership interests in Bridger Logistics, LLC and its subsidiaries.

J.P. Morgan, UBS Investment Bank, Barclays, BofA Merrill Lynch, RBC Capital Markets and Jefferies are acting as joint book-running managers for the offering. BMO Capital Markets, SunTrust Robinson Humphrey, Capital One Securities, Fifth Third Securities, MUFG and Simmons & Company International are acting as co-managers for the offering.

The offering is being made only by means of a prospectus supplement and accompanying prospectus. A copy of the preliminary prospectus supplement and accompanying prospectus relating to the offering may be obtained from the offices of:

J.P. Morgan  
c/o Broadridge Financial Solutions  
1155 Long Island Avenue  
Edgewood, New York 11717  
Attn: Prospectus Department  
Telephone: (866) 803-9204  
Email: prospectus-eq\_fi@jpmorgan.com

An electronic copy of the preliminary prospectus supplement and accompanying prospectus may also be obtained at no charge at the Securities and Exchange Commission's ("SEC") website at [www.sec.gov](http://www.sec.gov).

This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering may be made only by means of a prospectus supplement and accompanying prospectus, each of which is part of an effective shelf registration statement filed by FGP with the SEC.

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Ferrellgas Partners, L.P. is a publicly traded partnership serving propane customers and providing midstream services to major energy companies in the United States. FGP is headquartered in Overland Park, Kansas.

CONTACT: Jack Herrold, Investor Relations, 913-661-1851  
Jim Saladin, Media Relations, 913-661-1833  
Scott Brockelmeyer, Media Relations, 913-661-1830

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