

**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): **April 5, 2011 (March 31, 2011)**

**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**

**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**  
(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**

**66210**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **913-661-1500**

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 April 5, 2011, Ferrellgas Partners, L.P. ("Ferrellgas") issued a press release announcing the closing of the over-allotment option of 660,000 common units representing limited partner interests in Ferrellgas (the "Common Units"). A copy of the press release is filed with this Current Report on Form 8-K as Exhibit 99.1.

On April 5, 2011, Ferrellgas closed the over-allotment option of 660,000 Common Units under its Registration Statement on Form S-3 (Registration No. 333-157760). A legal opinion related to the Common Units is filed herewith as Exhibit 5.1.

#### Item 9.01 Financial Statements and Exhibits

##### (d) Exhibits

Exhibit Number	Description
5.1	Opinion of McGuireWoods LLP.
99.1	Press Release dated April 5, 2011.

#### 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.

Ferrellgas Partners, L.P.

April 5, 2011

By: /s/ J. Ryan VanWinkle

Name: J. Ryan VanWinkle

Title: Senior Vice President and Chief Financial Officer

Ferrellgas Partners Finance Corp.

April 5, 2011

By: /s/ J. Ryan VanWinkle

Name: J. Ryan VanWinkle

Title: Senior Vice President and Sole Director

Ferrellgas, L.P.

April 5, 2011

By: /s/ J. Ryan VanWinkle

Name: J. Ryan VanWinkle

Title: Senior Vice President and Chief Financial Officer

Ferrellgas Finance Corp.

April 5, 2011

By: /s/ J. Ryan VanWinkle

Name: J. Ryan VanWinkle

Title: Senior Vice President and Sole Director

Exhibit Index

<u>Exhibit</u>	<u>Description</u>
5.1	Opinion of McGuireWoods LLP
99.1	Press Release dated April 5, 2011

[Letterhead of McGuireWoods LLP]

April 5, 2011

Ferrellgas Partners, L.P.  
7500 College Boulevard, Suite 1000  
Overland Park, Kansas 66210

Ladies and Gentlemen:

We have acted as special counsel to Ferrellgas Partners, L.P., a Delaware limited partnership (the "Partnership"), in connection with the offer and sale by the Partnership of an aggregate of 660,000 common units representing limited partner interests in the Partnership (the "Securities"), pursuant to the Underwriting Agreement dated March 15, 2011 (the "Underwriting Agreement"), among the Partnership, Ferrellgas, Inc. (the "General Partner"), Ferrellgas, L.P. and the underwriters identified on Schedule A thereto (collectively, the "Underwriters").

The Securities were offered and sold pursuant to a prospectus supplement, dated March 15, 2011 (the "Prospectus Supplement") filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b) on March 15, 2011, to a prospectus dated April 13, 2009 (such prospectus, as amended and supplemented by the Prospectus Supplement, the "Prospectus"), included in a Registration Statement on Form S-3 (Registration No. 333-157760) (the "Registration Statement"), which Registration Statement became effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act of 1933, as amended (the "Securities Act").

### Documents Reviewed

In connection with this opinion letter, we have examined the following documents:

- (a) the Registration Statement;
- (b) the Prospectus Supplement;
- (c) the Prospectus;
- (d) the Underwriting Agreement;
- (e) the certificate of limited partnership and the limited partnership agreement of the Partnership;
- (f) the certificate of incorporation and the bylaws of the General Partner; and

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(g) the Partnership's Registration Statement on Form 8-A/A with respect to the Securities, as filed with the Commission on December 7, 2005.

In addition, we have examined and relied upon the following:

- (i) certificates from officers of the General Partner certifying as to, among other things, resolutions of the board of directors of the General Partner authorizing the Transactions on behalf of the Partnership (the "General Partner Certificates"); and
- (ii) originals, or copies identified to our satisfaction as being true copies, of such other records, documents and instruments as we have deemed necessary for the purposes of this opinion letter.

As used herein, the following terms have the respective meanings set forth below:

"Applicable Law" means the Delaware Act, the General Corporation Law of the State of Delaware, which includes those statutory provisions as well as all applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting such laws, and the relevant federal laws of the United States.

"Delaware Act" means the Delaware Revised Uniform Limited Partnership Act.

### Assumptions Underlying Our Opinions

For all purposes of the opinion expressed herein, we have assumed, without independent investigation, the following.

- (a) Factual Matters. To the extent that we have reviewed and relied upon the General Partner Certificates, all of such certificates, representations and assurances are accurate with regard to factual matters.
- (b) Authentic and Conforming Documents. All documents submitted to us as originals are authentic, complete and accurate, and all documents submitted to us as copies conform to authentic original documents.
- (c) Legal Capacity of Certain Parties. All parties to the Underwriting Agreement are validly existing and in good standing in their respective jurisdictions of formation and have the capacity and full power and authority to execute, deliver and perform the Underwriting Agreement, except that no such assumption is made as to the Partnership, the General Partner or Ferrellgas, L.P. All individuals signing the Subject Documents have the legal capacity to execute such Subject Documents.

(d) Authorization, Execution and Delivery of Subject Documents by Certain Parties. The Underwriting Agreement has been duly authorized by all necessary corporate, limited liability company, partnership or other action on the part of the parties thereto and have been duly executed and delivered by such parties, except that no such assumption is made as to the Partnership, the General Partner or Ferrellgas, L.P.

(e) Binding on Certain Parties. The Underwriting Agreement is a valid and binding obligation enforceable against the parties thereto in accordance with their terms, except that no such assumption is made as to the Partnership, the General Partner or Ferrellgas, L.P.

### **Our Opinion**

Based on and subject to the foregoing and the exclusions, qualifications, limitations and other assumptions set forth in this opinion letter, we are of the opinion that the Securities, when issued in accordance with the terms and provisions of the Underwriting Agreement, and upon the Partnership's receipt of the consideration set forth in the Underwriting Agreement, will be duly authorized, validly issued, fully paid and non-assessable (except as non-assessability may be affected by certain provisions of the Delaware Act).

### **Consent**

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Current Report on Form 8-K of the Partnership dated on or about the date hereof and to the incorporation by reference of this opinion of counsel into the Registration Statement. In giving this consent, we do not admit that we are "experts," within the meaning of that term as used in the Securities Act or the rules and regulations of the Commission issued thereunder, with respect to any part of the Registration Statement or the Prospectus Supplement, including this opinion as an exhibit or otherwise.

### **Qualifications and Limitations Applicable to Our Opinion**

This opinion is limited to the Applicable Law, and we do not express any opinion concerning any other law.

### **Miscellaneous**

The foregoing opinion is being furnished only for the purpose referred to in the first paragraph of this opinion letter. The opinion set forth herein is made as of the date hereof, and we assume no obligation to supplement this opinion letter if any Applicable Laws change after the date hereof or if we become aware after the date hereof of any facts that might change the opinion expressed herein. Headings in this opinion letter are intended for convenience of reference only and shall not affect its interpretation.

Very truly yours,

/s/ McGuireWoods LLP

For immediate release

**Contact:**

Tom Colvin, Investor Relations, 913-661-1530

Scott Brockelmeyer, Media Relations, 913-661-1830

**FERRELLGAS PARTNERS, L.P. ANNOUNCES CLOSING OF OVER-ALLOTMENT OPTION BY UNDERWRITERS**

OVERLAND PARK, Kansas, April 5, 2011 — Ferrellgas Partners, L.P. (NYSE: FGP) (the “Partnership”) today announced that the underwriters of the previously announced underwritten registered public offering of 4,400,000 common units representing limited partner interests, which closed on March 18, 2011, fully exercised their over-allotment option on March 31, 2011 to purchase an additional 660,000 common units. The offering of the additional common units closed on April 5, 2011.

BofA Merrill Lynch, J.P. Morgan and Wells Fargo Securities are acting as joint book-running managers of the offering. A copy of the prospectus supplement and base prospectus relating to the offering may be obtained from the following addresses:

BofA Merrill Lynch, 4 World Financial Center, New York, NY 10080, Attn: Prospectus Department or email [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com); J.P. Morgan Securities LLC, Broadridge Financial Solutions, 1155 Long Island Ave., Edgewood, NY 11717 or telephone: (866) 803-9204; Wells Fargo Securities, LLC, 375 Park Avenue, New York, NY 10152 (Attn: Equity Syndicate, (800) 326-5897 or [cmclientsupport@wellsfargo.com](mailto:cmclientsupport@wellsfargo.com)).

This press release does not constitute a notice of redemption or an obligation to issue a notice of redemption. This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any offer, solicitation or sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering is being made only

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through the prospectus supplement and accompanying base prospectus, which is part of Ferrellgas Partners, L.P.’s effective shelf registration statement on Form S-3 (File No. 333-157760).

About Ferrellgas Partners, L.P.

Ferrellgas Partners, L.P. is a leading distributor of propane and related equipment and supplies to customers primarily in the United States.

*This news release includes “forward-looking statements” as defined by the Securities and Exchange Commission. All statements, other than statements of historical facts, included in this news release that address activities, events or developments that the Partnership expects, believes or anticipates will or may occur in the future are forward-looking statements. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Partnership, including market conditions, operational developments with respect to the Partnership and other factors detailed in the Partnership’s filings with the Securities and Exchange Commission.*

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