

**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 6, 2019**

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,

66210

Overland Park, Kansas
(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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol(s)	Name of each exchange on which registered:
Common Units	FGP	New York Stock Exchange

Item 2.02 Results of Operations and Financial Condition.

The information included in Item 7.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.02 of this Current Report on Form 8-K.

Item 7.01 Regulation FD Disclosure.

On December 6, 2019, Ferrellgas Partners, L.P. issued a press release regarding its financial results for the first fiscal quarter ended October 31, 2019. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

Exhibit 99.1 — Press release of Ferrellgas Partners, L.P. dated December 6, 2019, reporting its financial results for the first fiscal quarter ended October 31, 2019.

Limitation on Materiality and Incorporation by Reference

The information in this Current Report on Form 8-K related to Items 2.02 and 7.01, including Exhibit 99.1 furnished herewith, is being furnished to the SEC pursuant to Item 2.02 and Item 7.01 of Form 8-K and is not deemed to be "filed" with the SEC for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of Section 18. In addition, such information is not to be incorporated by reference into any registration statement of Ferrellgas Partners, L.P., Ferrellgas Partners Finance Corp., Ferrellgas, L.P. or Ferrellgas Finance Corp. or other filings of such entities made pursuant to the Exchange Act or the Securities Act, unless specifically identified as being incorporated therein by reference.

The furnishing of particular information in this Current Report, including Exhibit 99.1 furnished herewith, pursuant to Item 7.01 of Form 8-K is not intended to, and does not, constitute a determination or admission by Ferrellgas Partners, L.P., Ferrellgas Partners Finance Corp., Ferrellgas, L.P. or Ferrellgas Finance Corp. as to the materiality or completeness of any such information that is required to be disclosed solely by Regulation FD of the Exchange Act.

Exhibit Index

Exhibit No.

Description

99.1 [Press release of Ferrellgas Partners, L.P. dated December 6, 2019, reporting its financial results for the first fiscal quarter ended October 31, 2019.](#)

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.
By Ferrellgas, Inc. (General Partner)

Date: December 6, 2019

By /s/ William E. Ruisinger
Chief Financial Officer

FERRELLGAS PARTNERS FINANCE CORP.

Date: December 6, 2019

By /s/ William E. Ruisinger
Chief Financial Officer and Sole Director

FERRELLGAS, L.P.
By Ferrellgas, Inc. (General Partner)

Date: December 6, 2019

By /s/ William E. Ruisinger
Chief Financial Officer

FERRELLGAS FINANCE CORP.

Date: December 6, 2019

By /s/ William E. Ruisinger
Chief Financial Officer and Sole Director

FERRELLGAS PARTNERS, L.P. REPORTS FIRST QUARTER FISCAL 2020 RESULTS

- **Gross Profit increased by \$10.4 million, or 7.2 percent, compared to the prior year period as a result of a 3 percent increase in retail customers and a 4 percent increase in tank exchange selling locations combined with a 4.2¢ increase in margin cpg.**
- **Propane sales volume for the quarter increased 1.3 million gallons despite weather that was 4 percent warmer than the prior year as a result of the growth in customer count.**
- **Successfully completed two accretive retail acquisitions during the quarter.**

OVERLAND PARK, KS., December 6, 2019 (GLOBE NEWSWIRE) – Ferrellgas Partners, L.P. (NYSE:FGP) (“Ferrellgas” or the “Company”) today reported financial results for its first quarter ended October 31, 2019.

For the quarter, the Company reported a net loss attributable to Ferrellgas Partners, L.P. of \$45.3 million, or \$0.46 per common unit, compared to prior year period net loss of \$57.0 million, or \$0.58 per common unit. Adjusted EBITDA, a non-GAAP measure, for the quarter was \$25.1 million compared to \$17.8 million in the prior year’s first quarter, a 41 percent increase.

The Company’s propane operations reported that total gallons sold for the quarter were 179.9 million, up from 178.6 million gallons in the prior year. Margin cents per gallon were 4.2¢, or 5.7 percent higher than the prior year despite increased competitive pressures in the tank exchange business. The Company continues its aggressive operating strategies in gaining market share. This strategic focus resulted in over 18,000 new customers, or approximately 3 percent more than prior year. Additionally, the Company’s current Blue Rhino tank exchange sales locations have increased over 4 percent from prior year to over 55,900 locations. Continued commitment to operating expense control during this growth period resulted in a \$14.1 million increase in Operating Income despite a mere \$4.2 million increase, or 3.8 percent, in operating expenses during the quarter.

The Company also successfully completed two accretive retail acquisitions in Colorado and New York during the quarter.

As previously announced, the Company indefinitely suspended its quarterly cash distribution as a result of not meeting the required fixed charge coverage ratio contained in the senior unsecured notes due June of 2020. Additionally, Ferrellgas has engaged Moelis & Company LLC as its financial advisor and the law firm of Squire Patton Boggs LLP to assist in our ongoing process to address our upcoming debt maturities. The Company does not intend to comment further on its progress in this regard or on potential options until further disclosure is appropriate or required by law. For that reason, and in view of the information the Company otherwise makes available in earnings releases and quarterly and annual reports, the Company has suspended the practice of holding conference calls with investors, analysts and other interested parties in connection with periodic reporting of financial results for completed periods.

About Ferrellgas

Ferrellgas Partners, L.P., through its operating partnership, Ferrellgas, L.P., and subsidiaries, serves propane customers in all 50 states, the District of Columbia, and Puerto Rico. Ferrellgas employees indirectly own 22.8 million common units of the partnership, through an employee stock ownership plan. Ferrellgas Partners, L.P. filed a Form 10-K with the Securities and Exchange Commission on October 15, 2019. Investors can request a hard copy of this filing free of charge and obtain more information about the partnership online at www.ferrellgas.com.

Forward Looking Statements

Statements in this release concerning expectations for the future are forward-looking statements. A variety of known and unknown risks, uncertainties and other factors could cause results, performance, and expectations to differ materially from anticipated results, performance, and expectations. These risks, uncertainties, and other factors include those discussed in the Form 10-K of Ferrellgas Partners, L.P., Ferrellgas Partners Finance Corp., Ferrellgas, L.P., and Ferrellgas Finance Corp. for the fiscal year ended July 31, 2019, and in other documents filed from time to time by these entities with the Securities and Exchange Commission.

Contacts

Investor Relations – InvestorRelations@ferrellgas.com

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FERRELLGAS PARTNERS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except unit data)
(unaudited)

	<u>October 31, 2019</u>	<u>July 31, 2019</u>
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 29,805	\$ 11,054
Accounts and notes receivable, net (including \$118,164 and \$106,145 of accounts receivable pledged as collateral at October 31, 2019 and July 31, 2019, respectively)	123,841	107,596
Inventories	84,995	80,454
Prepaid expenses and other current assets	50,582	42,275
Total Current Assets	<u>289,223</u>	<u>241,379</u>
Property, plant and equipment, net	598,887	596,723
Goodwill, net	247,195	247,195
Intangible assets, net	108,493	108,557
Operating lease right-of-use asset	124,047	-
Other assets, net	75,443	69,105
Total Assets	<u>\$ 1,443,288</u>	<u>\$ 1,262,959</u>
LIABILITIES AND PARTNERS' DEFICIT		
Current Liabilities:		
Accounts payable	\$ 44,421	\$ 33,364
Short-term borrowings	80,000	43,000
Collateralized note payable	73,000	62,000
Current portion of long-term debt (a)	358,080	631,756
Current operating lease liabilities	33,832	-
Other current liabilities	187,731	138,237
Total Current Liabilities	<u>777,064</u>	<u>908,357</u>
Long-term debt	1,731,920	1,457,004
Operating lease liabilities	88,773	-
Other liabilities	36,915	36,536
Contingencies and commitments		
Partners' Deficit:		
Common unitholders (97,152,665 units outstanding at October 31, 2019 and July 31, 2019)	(1,091,704)	(1,046,245)
General partner unitholder (989,926 units outstanding at October 31, 2019 and July 31, 2019)	(70,935)	(70,476)
Accumulated other comprehensive loss	(20,598)	(14,512)
Total Ferrellgas Partners, L.P. Partners' Deficit	<u>(1,183,237)</u>	<u>(1,131,233)</u>
Noncontrolling interest	(8,147)	(7,705)
Total Partners' Deficit	<u>(1,191,384)</u>	<u>(1,138,938)</u>
Total Liabilities and Partners' Deficit	<u>\$ 1,443,288</u>	<u>\$ 1,262,959</u>

(a) The principal difference between the Ferrellgas Partners, L.P. balance sheet and that of Ferrellgas, L.P., is \$357 million of 8.625% notes which are liabilities of Ferrellgas Partners, L.P. and not of Ferrellgas, L.P.

FERRELLGAS PARTNERS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per unit data)
(unaudited)

	Three months ended October 31		Twelve months ended October 31	
	2019	2018	2019	2018
Revenues:				
Propane and other gas liquids sales	\$ 273,385	\$ 334,966	\$ 1,547,277	\$ 1,675,184
Midstream operations	-	-	-	161,559
Other	19,829	17,343	78,020	134,053
Total revenues	<u>293,214</u>	<u>352,309</u>	<u>1,625,297</u>	<u>1,970,796</u>
Cost of sales:				
Propane and other gas liquids sales	134,028	204,136	832,408	998,035
Midstream operations	-	-	-	147,434
Other	3,681	3,047	12,040	57,999
Gross profit	<u>155,505</u>	<u>145,126</u>	<u>780,849</u>	<u>767,328</u>
Operating expense - personnel, vehicle, plant & other	114,543	110,331	473,080	471,617
Depreciation and amortization expense	19,219	18,992	79,073	95,055
General and administrative expense	9,695	14,179	55,510	55,416
Operating expense - equipment lease expense	8,388	7,863	33,598	29,394
Non-cash employee stock ownership plan compensation charge	795	2,748	3,740	12,645
Asset impairments	-	-	-	10,005
Loss on asset sales and disposals	2,235	4,504	8,699	191,008
Operating income (loss)	<u>630</u>	<u>(13,491)</u>	<u>127,149</u>	<u>(97,812)</u>
Interest expense	(45,697)	(43,878)	(179,438)	(171,538)
Other income (expense), net	(132)	19	218	436
Loss before income taxes	<u>(45,199)</u>	<u>(57,350)</u>	<u>(52,071)</u>	<u>(268,914)</u>
Income tax expense (benefit)	518	158	683	(2,897)
Net loss	<u>(45,717)</u>	<u>(57,508)</u>	<u>(52,754)</u>	<u>(266,017)</u>
Net loss attributable to noncontrolling interest (b)	(373)	(493)	(178)	(2,336)
Net loss attributable to Ferrellgas Partners, L.P.	(45,344)	(57,015)	(52,576)	(263,681)
Less: General partner's interest in net loss	(453)	(570)	(525)	(2,637)
Common unitholders' interest in net loss	<u>\$ (44,891)</u>	<u>\$ (56,445)</u>	<u>\$ (52,051)</u>	<u>\$ (261,044)</u>
Loss Per Common Unit				
Basic and diluted net earnings loss per common unitholders' interest	\$ (0.46)	\$ (0.58)	\$ (0.54)	\$ (2.69)
Weighted average common units outstanding - basic	97,152.7	97,152.7	97,152.7	97,152.7

Supplemental Data and Reconciliation of Non-GAAP Items:

	Three months ended		Twelve months ended	
	October 31		October 31	
	2019	2018	2019	2018
Net loss attributable to Ferrellgas Partners, L.P.	\$ (45,344)	\$ (57,015)	\$ (52,576)	\$ (263,681)
Income tax expense (benefit)	518	158	683	(2,897)
Interest expense	45,697	43,878	179,438	171,538
Depreciation and amortization expense	19,219	18,992	79,073	95,055
EBITDA	20,090	6,013	206,618	15
Non-cash employee stock ownership plan compensation charge	795	2,748	3,740	12,645
Asset impairments	-	-	-	10,005
Loss on asset sales and disposal	2,235	4,504	8,699	191,008
Other income (expense), net	132	(19)	(218)	(436)
Severance expense includes \$690 in operating expense and \$910 in general and administrative expense for the twelve months ended period ending October 31, 2018.	-	-	1,600	-
Legal fees and settlements related to non-core businesses	2,043	3,564	16,843	9,629
Multi-employer pension plan withdrawal settlement	-	1,524	-	1,524
Exit costs associated with contracts - Midstream dispositions	-	-	-	11,804
Unrealized (non-cash) gains on changes in fair value of derivatives \$(314) included in midstream operations cost of sales for the twelve months ended October 31, 2018.	-	-	-	(314)
Lease accounting standard adjustment	170	-	170	-
Net loss attributable to noncontrolling interest (b)	(373)	(493)	(178)	(2,336)
Adjusted EBITDA (c)	25,092	17,841	237,274	233,544
Net cash interest expense (d)	(42,583)	(40,899)	(166,474)	(163,734)
Maintenance capital expenditures (e)	(6,467)	(5,385)	(47,856)	(24,298)
Cash refund from (paid for) taxes	-	(2)	(139)	295
Proceeds from certain asset sales	835	1,061	4,023	9,056
Distributable cash flow attributable to equity investors (f)	(23,123)	(27,384)	26,828	54,863
Distributable cash flow attributable to general partner and non-controlling interest	(462)	(548)	537	1,097
Distributable cash flow attributable to common unitholders (g)	(22,661)	(26,836)	26,291	53,766
Less: Distributions paid to common unitholders	-	9,715	-	38,861
Distributable cash flow excess/(shortage)	\$ (22,661)	\$ (36,551)	\$ 26,291	\$ 14,905
Propane gallons sales				
Retail - Sales to End Users	129,901	129,667	672,500	647,341
Wholesale - Sales to Resellers	50,039	48,960	233,645	235,741
Total propane gallons sales	179,940	178,627	906,145	883,082

- (b) Amounts allocated to the general partner for its 1.0101% interest in the operating partnership, Ferrellgas, L.P.
- (c) Adjusted EBITDA is calculated as net loss attributable to Ferrellgas Partners, L.P., less the sum of the following: income tax expense (benefit), interest expense, depreciation and amortization expense, non-cash employee stock ownership plan compensation charge, asset impairments, loss on asset sales and disposals, other income (expense), net, severance expense, legal fees and settlements related to non-core businesses, multi-employer pension plan withdrawal settlement, exit costs associated with contracts - Midstream dispositions, unrealized (non-cash) gains on changes in fair value of derivatives, lease accounting standard adjustment and net loss attributable to noncontrolling interest. Management believes the presentation of this measure is relevant and useful, because it allows investors to view the partnership's performance in a manner similar to the method management uses, adjusted for items management believes makes it easier to compare its results with other companies that have different financing and capital structures. This method of calculating Adjusted EBITDA may not be consistent with that of other companies and should be viewed in conjunction with measurements that are computed in accordance with GAAP.
- (d) Net cash interest expense is the sum of interest expense less non-cash interest expense and other expense, net. This amount includes interest expense related to the accounts receivable securitization facility.
- (e) Maintenance capital expenditures include capitalized expenditures for betterment and replacement of property, plant and equipment.
- (f) Distributable cash flow attributable to equity investors is calculated as Adjusted EBITDA minus net cash interest expense, maintenance capital expenditures and cash paid for taxes plus proceeds from certain asset sales. Management considers distributable cash flow attributable to equity investors a meaningful measure of the partnership's ability to declare and pay quarterly distributions to equity investors. Distributable cash flow attributable to equity investors, as management defines it, may not be comparable to distributable cash flow attributable to equity investors or similarly titled measurements used by other corporations and partnerships. Items added into our calculation of distributable cash flow attributable to equity investors that will not occur on a continuing basis may have associated cash payments. Distributable cash flow attributable to equity investors may not be consistent with that of other companies and should be viewed in conjunction with measurements that are computed in accordance with GAAP.
- (g) Distributable cash flow attributable to common unitholders is calculated as Distributable cash flow attributable to equity investors minus distributable cash flow attributable to general partner and noncontrolling interest. Management considers distributable cash flow attributable to common unitholders a meaningful measure of the partnership's ability to declare and pay quarterly distributions to common unitholders. Distributable cash flow attributable to common unitholders, as management defines it, may not be comparable to distributable cash flow attributable to common unitholders or similarly titled measurements used by other corporations and partnerships. Items added to our calculation of distributable cash flow attributable to common unit holders that will not occur on a continuing basis may have associated cash payments. Distributable cash flow attributable to common unitholders may not be consistent with that of other companies and should be viewed in conjunction with measurements that are computed in accordance with GAAP.

