

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 10, 1996

Ferrellgas Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

1-11331

43-1698480

(Commission File Number)

(I.R.S. Employer Identification No.)

One Liberty Plaza, Liberty, Missouri 64068

(Address of principal executive office, including zip code)

(816) 792-1600

(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS

On April 10, 1996 Ferrellgas Partners, L.P. announced that it plans to issue \$125 million of Senior Secured Notes due 2006 in a private placement to qualified institutional investors under Rule 144A. Net proceeds of the offering will be contributed by Ferrellgas Partners, L.P. to its operating partnership, Ferrellgas, L.P., and will be used to repay outstanding indebtedness under Ferrellgas, L.P.'s bank credit lines.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statements of businesses acquired.

Not applicable.

(b) Pro forma financial information.

Not applicable.

(c) Exhibits.

The Exhibit listed in the Index to Exhibits is filed as part of this Current Report on Form 8-K.

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.

By: FERRELLGAS, INC. (General Partner)

By: /s/ Danley K. Sheldon

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Danley K. Sheldon  
Senior Vice President and Chief  
Financial Officer  
(Principal Financial and  
Accounting Officer)

Date: April 10, 1996

EXHIBIT INDEX

Exhibit No.  
99

Description of Exhibit  
Text of press release issued by  
Ferrellgas Partners, L.P. on  
April 10, 1996

For immediate release

Contacts

Investor Relations: Theresa Schekirke, 816/792-6826

Media Relations: Linda Bengston, 816/792-7902

Ferrellgas Partners, L.P.,  
Announces Senior Note Private Offering

LIBERTY, Mo. (April 10, 1996)--Ferrellgas Partners, L.P. (NYSE: FGP) announced today that it plans to issue \$125 million of Senior Secured Notes due 2006 in a private placement to qualified institutional investors under Rule 144A. Proceeds of the offering will be contributed by Ferrellgas Partners to its operating partnership, Ferrellgas, L.P., and will be used primarily to repay outstanding indebtedness under Ferrellgas, L.P.'s acquisition bank credit lines.

In late March, Ferrellgas announced plans to acquire Skelgas Propane, Inc., the nation's seventh-largest propane supplier. The transaction is scheduled to close late in April, bringing the number of acquisitions closed since Ferrellgas became a publicly traded partnership in 1994 to a total of 20, adding more than 175 million retail gallons to the business.

Ferrellgas Partners, L.P., through its operating partnership, Ferrellgas, L.P., is the second-largest retail marketer of propane in the United States, serving more than 700,000 customers in 45 states.

The Senior Notes will not be registered under the Securities Act and may not be offered or sold in the United States absent such registration or an applicable exemption from the registration requirements of such Act. This press release shall not constitute an offer to sell or the solicitation of an offer to buy these Senior Notes nor shall there be any sale of these Senior Notes in any state in which such offer or solicitation of sale would be unlawful prior to registration or qualification under the securities laws of any state.

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