

**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 15, 2020**

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)

333-06693-02
(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))

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).

Ferrellgas Partners, L.P.

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.

Ferrellgas Partners Finance Corp.

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.

Ferrellgas, L.P.

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.

Ferrellgas Finance Corp.

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
N/A	N/A	N/A

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 15, 2020, Ferrellgas Partners, L.P. issued a press release regarding its financial results for the first fiscal quarter ended October 31, 2020. 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 15, 2020, reporting its financial results for the first fiscal quarter ended October 31, 2020.

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 15, 2020, reporting its financial results for the first fiscal quarter ended October 31, 2020.

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 15, 2020

By /s/ Brian W. Herrmann
Brian W. Herrmann
Interim Chief Financial Officer; Treasurer (Principal Financial and Accounting Officer)

FERRELLGAS PARTNERS FINANCE CORP.

Date: December 15, 2020

By /s/ Brian W. Herrmann
Brian W. Herrmann
Interim Chief Financial Officer and Sole Director

FERRELLGAS, L.P.
By Ferrellgas, Inc., Ferrellgas GP II, LLC and Ferrellgas GP III, LLC, its general partners

Date: December 15, 2020

By /s/ Brian W. Herrmann
Brian W. Herrmann
Interim Chief Financial Officer; Treasurer (Principal Financial and Accounting Officer)

FERRELLGAS FINANCE CORP.

Date: December 15, 2020

By /s/ Brian W. Herrmann
Brian W. Herrmann
Interim Chief Financial Officer and Sole Director

FERRELLGAS PARTNERS, L.P. REPORTS FIRST QUARTER 2021 RESULTS

- **Gross Profit increased by \$4.1 million, or almost 3%, compared to the prior year period as a result of an \$.08 increase in gross margin per gallon**
- **Operating Income for the quarter increased by \$7.1 million.**
- **Operating expense decreased by \$5.5 million or 5%.**
- **Tank Exchange sale locations now exceed 62,000, up over 6,000 from prior year, contributing to 27% growth in volumes.**

Overland Park, KS., December 15, 2020 (GLOBE NEWSWIRE) – Ferrellgas Partners, L.P. (OTC: FGPR) (“Ferrellgas” or the “Company”) today reported financial results for its first quarter ended October 31, 2020.

The Company continued its strong operational performance during the first quarter of fiscal 2021, leading to a \$7.1 million increase in operating income and setting a foundation for continued growth in fiscal 2021. The Company implemented strategies to deliver gallons more efficiently leading to significant decreases in operating expense during the quarter. The Company sold 167.6 million propane gallons for the quarter, compared to 179.9 million in the prior year quarter. However, these overall volume decreases were partially offset by a continued increase in Blue Rhino tank exchange sales due to increased strategies in marketing and “stay at home” buying trends. Margin per gallon for the year was \$.08, or 10% higher than the prior year, attributable to strategic product placement, sound supply chain logistics strategies and lower wholesale propane prices. Overall, the increase in margin, increase in tank exchange volumes and customer growth were partially offset by decreased retail sales volumes due to a relatively weaker economy. This has resulted in an increase in gross margin dollars of \$4.1 million or 2.6% higher than prior year. Operating expenses decreased \$5.5 million or 5% due to the strategies to deliver gallons more efficiently.

The Company continues to implement numerous initiatives to increase efficiency and profitability. These initiatives produced strong results in the first quarter and enable continued high performance in the areas of growth and operational expense management. Strong execution by a leaner and more agile workforce of essential workers is driving high performance throughout the Company, both in the field and in corporate locations.

For the quarter, the Company reported a net loss attributable to Ferrellgas Partners, L.P. of \$46.1 million, or \$0.47 per common unit, compared to prior year period net loss of \$45.3 million, or \$0.46 per common unit. Adjusted EBITDA, a non-GAAP measure, increased by \$8.8 million, or 35%, to \$33.9 million in the current quarter compared to \$25.1 million in the prior year quarter. “I could not be more proud of our people as we continue the transformation of the company. If you compare our financial results with first quarter last year you can see why,” said James E. Ferrell, Interim Chief Executive Officer and President of Ferrellgas.

As previously disclosed, the Company entered into a Transaction Support Agreement (the “TSA”) with a majority of the holders of the Company’s 8.625% Senior Notes Due 2020 (the “2020 Notes”) on December 10, 2020. The TSA sets forth a restructuring process to satisfy the obligations under the 2020 Notes and refinance the balance sheet of the Company and its operating partnership. The transactions contemplated by the TSA are intended to de-lever our balance sheet, consistent with the Company’s strategy to create a solid financial foundation for future growth.

The TSA executed between the Company and its noteholders will permit Ferrellgas to remain an independent, employee-owned business under current management while restructuring substantially all of its debt. Importantly, the restructuring will have no impact on the Company’s operations, will not inhibit its ability to provide propane to its almost 800,000 customers throughout the United States and Puerto Rico, and will allow its premier Blue Rhino tank exchange business to continue to expand beyond the current 60,000 selling locations.

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 2020.

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, 2020. 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, 2020, and in other documents filed from time to time by these entities with the Securities and Exchange Commission.

Contacts

Investor Relations – InvestorRelations@ferrellgas.com

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

ASSETS	October 31, 2020	July 31, 2020
Current Assets:		
Cash and cash equivalents (including \$96,909 and \$95,759 of restricted cash at October 31, 2020 and July 31, 2020, respectively)	\$ 299,527	\$ 333,761
Accounts and notes receivable, net (including \$120,261 and \$103,703 of accounts receivable pledged as collateral at October 31, 2020 and July 31, 2020, respectively)	119,488	101,438
Inventories	78,980	72,664
Prepaid expenses and other current assets	40,088	35,944
Total Current Assets	538,083	543,807
Property, plant and equipment, net	592,132	591,042
Goodwill, net	246,946	247,195
Intangible assets, net	101,812	104,049
Operating lease right-of-use asset	100,349	107,349
Other assets, net	73,522	74,748
Total Assets	\$ 1,652,844	\$ 1,668,190
LIABILITIES AND PARTNERS' DEFICIT		
Current Liabilities:		
Accounts payable	\$ 44,641	\$ 33,944
Current portion of long-term debt (a)	859,095	859,095
Current operating lease liabilities	28,280	29,345
Other current liabilities	186,938	167,466
Total Current Liabilities	1,118,954	1,089,850
Long-term debt	1,647,106	1,646,396
Operating lease liabilities	83,337	89,022
Other liabilities	49,543	51,190
Contingencies and commitments		
Partners Deficit:		
Common unitholders (97,152,665 units outstanding at October 31, 2020 and July 31, 2020)	(1,171,359)	(1,126,452)
General partner unitholder (989,926 units outstanding at October 31, 2020 and July 31, 2020)	(71,741)	(71,287)
Accumulated other comprehensive income (loss)	5,534	(2,303)
Total Ferrellgas Partners, L.P. Partners' Deficit	(1,237,566)	(1,200,042)
Noncontrolling interest	(8,530)	(8,226)
Total Partners' Deficit	(1,246,096)	(1,208,268)
Total Liabilities and Partners' Deficit	\$ 1,652,844	\$ 1,668,190

(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	
	2020	2019	2020	2019
Revenues:				
Propane and other gas liquids sales	\$ 281,049	\$ 273,385	\$ 1,423,455	\$ 1,547,277
Other	19,845	19,829	82,051	78,020
Total revenues	300,894	293,214	1,505,506	1,625,297
Cost of sales:				
Propane and other gas liquids sales	137,627	134,028	676,652	832,408
Other	3,667	3,681	12,989	12,040
Gross profit	159,600	155,505	815,865	780,849
Operating expense - personnel, vehicle, plant & other	109,027	114,543	487,539	473,080
Depreciation and amortization expense	21,390	19,219	82,652	79,073
General and administrative expense	13,080	9,695	49,137	55,510
Operating expense - equipment lease expense	6,830	8,388	31,459	33,598
Non-cash employee stock ownership plan compensation charge	708	795	2,784	3,740
Loss on asset sales and disposals	813	2,235	6,502	8,699
Operating income (loss)	7,752	630	155,792	127,149
Interest expense	(54,226)	(45,697)	(201,491)	(179,438)
Loss on extinguishment of debt	-	-	(37,399)	-
Other income (expense), net	108	(132)	(220)	218
Loss before income tax expense (benefit)	(46,366)	(45,199)	(83,318)	(52,071)
Income tax expense	87	518	420	683
Net loss	(46,453)	(45,717)	(83,738)	(52,754)
Net loss attributable to noncontrolling interest (a)	(391)	(373)	(521)	(178)
Net loss attributable to Ferrellgas Partners, L.P.	(46,062)	(45,344)	(83,217)	(52,576)
Less: General partner's interest in net loss	(461)	(453)	(833)	(525)
Common unitholders' interest in net loss	\$ (45,601)	\$ (44,891)	\$ (82,384)	\$ (52,051)
Loss Per Common Unit				
Basic and diluted net loss per common unitholders' interest	\$ (0.47)	\$ (0.46)	\$ (0.85)	\$ (0.54)
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	
	2020	2019	2020	2019
Net loss attributable to Ferrellgas Partners, L.P.	\$ (46,062)	\$ (45,344)	\$ (83,217)	\$ (52,576)
Income tax expense	87	518	420	683
Interest expense	54,226	45,697	201,491	179,438
Depreciation and amortization expense	21,390	19,219	82,652	79,073
EBITDA	29,641	20,090	201,346	206,618
Non-cash employee stock ownership plan compensation charge	708	795	2,784	3,740
Loss on asset sales and disposal	813	2,235	6,502	8,699
Loss on extinguishment of debt	-	-	37,399	-
Other income (expense), net	(108)	132	220	(218)
Severance expense includes \$501 in operating expense and \$183 in general and administrative expense for the three ended October 31, 2020. Also includes \$1,241 and \$690 in operating expense for the twelve months ended October 31, 2020 and 2019, respectively and \$183 and \$910 in general and administrative expense for the twelve months ended October 31, 2020 and 2019, respectively.	684	-	1,424	1,600
Legal fees and settlements related to non-core businesses	2,508	2,043	7,880	16,843
Provision for doubtful accounts related to non-core businesses	-	-	17,325	-
Lease accounting standard adjustment and other	-	170	(116)	170
Net loss attributable to noncontrolling interest (b)	(391)	(373)	(521)	(178)
Adjusted EBITDA (b)	33,855	25,092	274,243	237,274
Net cash interest expense (c)	(51,716)	(42,583)	(191,379)	(166,474)
Maintenance capital expenditures (d)	(5,177)	(6,467)	(21,950)	(47,856)
Cash paid for income taxes	(35)	-	(324)	(139)
Proceeds from certain asset sales	700	835	3,862	4,023
Distributable cash flow attributable to equity investors (e)	(22,373)	(23,123)	64,452	26,828
Distributable cash flow attributable to general partner and non-controlling interest	575	462	(1,289)	(537)
Distributable cash flow attributable to common unitholders (f)	(21,798)	(22,661)	63,163	26,291
Less: Distributions paid to common unitholders	-	-	-	-
Distributable cash flow excess/(shortage)	\$ (21,798)	\$ (22,661)	\$ 63,163	\$ 26,291
Propane gallons sales				
Retail - Sales to End Users	118,018	129,901	626,134	672,500
Wholesale - Sales to Resellers	49,590	50,039	235,080	233,645
Total propane gallons sales	167,608	179,940	861,214	906,145

- (a) Amounts allocated to the general partner for its 1.0101% interest in the operating partnership, Ferrellgas, L.P.
- (b) Adjusted EBITDA is calculated as net loss attributable to Ferrellgas Partners, L.P., less the sum of the following: income tax expense, interest expense, depreciation and amortization expense, non-cash employee stock ownership plan compensation charge, loss on asset sales and disposals, loss on extinguishment of debt, other income (expense), net, severance expense, legal fees and settlements related to non-core businesses, multi-employer pension plan withdrawal settlement, lease accounting standard adjustment and other 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.
- (c) 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.
- (d) Maintenance capital expenditures include capitalized expenditures for betterment and replacement of property, plant and equipment.
- (e) 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.
- (f) 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 into our calculation of distributable cash flow attributable to common unitholders 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.

