

**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): **August 29, 2014 (August 25, 2014)**

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)

333-06693-02
(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))

Item 8.01 Other Events.

On August 29, 2014, Ferrellgas, L.P., and Ferrellgas Finance Corp., a wholly-owned subsidiary of Ferrellgas, L.P., issued a press release announcing the completion of their offer to exchange up to an aggregate of \$475 million principal amount of their outstanding and unregistered 6.750% Senior Notes due 2022 for a like principal amount of their 6.750% Senior Notes due 2022, which have been registered under the Securities Act of 1933, as amended. A copy of the press release is filed with this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of the Issuers dated August 29, 2014.

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.

August 29, 2014

By:

/s/ J. RYAN VANWINKLE

Name: J. Ryan VanWinkle

Title: Executive Vice President and Chief Financial Officer; Treasurer (Principal Financial and Accounting Officer) of Ferrellgas, Inc., the general partner

Ferrellgas Partners Finance Corp.

August 29, 2014

By:

/s/ J. RYAN VANWINKLE

Name: J. Ryan VanWinkle

Title: Chief Financial Officer and Sole Director

Ferrellgas, L.P.

August 29, 2014

By:

/s/ J. RYAN VANWINKLE

Name: J. Ryan VanWinkle

Title: Executive Vice President and Chief Financial Officer; Treasurer (Principal Financial and Accounting Officer) of Ferrellgas, Inc., the general partner

Ferrellgas Finance Corp.

August 29, 2014

By:

/s/ J. RYAN VANWINKLE

Name: J. Ryan VanWinkle

Title: Chief Financial Officer and Sole Director

**FERRELLGAS, L.P. AND FERRELLGAS FINANCE CORP.
ANNOUNCE COMPLETION OF EXCHANGE OFFER
FOR \$475 MILLION OF SENIOR NOTES DUE 2022**

OVERLAND PARK, Kan., August 29, 2014 (GLOBENEWSWIRE) — Ferrellgas, L.P., and Ferrellgas Finance Corp., a wholly-owned subsidiary of Ferrellgas, L.P., today announced the completion of their offer to exchange \$475 million principal amount of their 6.75% Senior Notes due 2022, which have been registered under the Securities Act of 1933, as amended, for a like principal amount of their outstanding and unregistered 6.75% Senior Notes due 2022, the principal amount of \$325 million of which were issued on November 4, 2013, and the principal amount of \$150 million of which were issued on June 13, 2014, each in a private placement.

The exchange offer expired at 5:00 p.m., New York City time, on August 25, 2014. The time period for tendering notes under guaranteed delivery procedures expired at 5:00 p.m., New York City time, on August 28, 2014. A total of \$475 million (100%) of the notes were validly tendered and accepted for exchange.

This exchange offer was performed pursuant to the registration rights agreements entered into as part of the financing transactions completed in November 2013 and June 2014, and does not represent a new financing transaction.

Contact:

Alan Heitmann, Investor Relations, 913-661-1533
