

**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): **September 21, 2017 (September 20, 2017)**

**Ferrellgas Partners, L.P.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-11331</b> (Commission File Number)	<b>43-1698480</b> (I.R.S. Employer Identification No.)
<b>7500 College Blvd., Suite 1000, Overland Park, Kansas</b> (Address of principal executive offices)		<b>66210</b> (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)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>333-06693</b> (Commission File Number)	<b>43-1742520</b> (I.R.S. Employer Identification No.)
<b>7500 College Blvd., Suite 1000, Overland Park, Kansas</b> (Address of principal executive offices)		<b>66210</b> (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)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>000-50182</b> (Commission File Number)	<b>43-1698481</b> (I.R.S. Employer Identification No.)
<b>7500 College Blvd., Suite 1000, Overland Park, Kansas</b> (Address of principal executive offices)		<b>66210</b> (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)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>000-50183</b> (Commission File Number)	<b>14-1866671</b> (I.R.S. Employer Identification No.)
<b>7500 College Blvd., Suite 1000, Overland Park, Kansas</b> (Address of principal executive offices)		<b>66210</b> (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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 20, 2017, the Board of Directors of Ferrellgas, Inc., the general partner of Ferrellgas Partners, L.P. and Ferrellgas, L.P. (the “**Company**”), appointed Doran N. Schwartz as the Company’s Chief Financial Officer and Treasurer, effective October 16, 2017. On that date, Mr. Schwartz will succeed Alan C. Heitmann, who informed the Company on June 6, 2017 of his intention to retire, effective January 31, 2018. In order to facilitate an orderly transition of responsibilities, Mr. Heitmann will remain employed by the Company as a special advisor from October 16, 2017 until his anticipated retirement date of January 31, 2018.

Prior to joining the Company, Mr. Schwartz, age 48, was Vice President and Chief Financial Officer of MDU Resources Group, Inc. (NYSE: MDU), a diversified energy and infrastructure company based in Bismarck, ND, from February 2010 to 2017 and was Vice President and Chief Accounting Officer at MDU from September 2005 to February 2010. Mr. Schwartz obtained a Bachelor of Science in Business Administration from Moorhead State University, a Master of Business Administration (MBA) with an emphasis in Finance from the University of Wisconsin-Whitewater, and a Bachelor of Arts in Accounting from the University of Northern Iowa. He has also earned his Certified Public Accountant (CPA) designation.

Under the terms of an offer letter, entered into between the Company and Mr. Schwartz (the “**Offer Letter**”), Mr. Schwartz will receive a base salary of \$425,000 per year. Mr. Schwartz will be eligible to participate in the Company’s Corporate Incentive Plan (“**CIP**”), a bonus program conditioned on the achievement of certain annual performance goals related to distributable cash flow, with a target CIP bonus of 100% of his base salary. He will also be eligible to receive 100,000 stock appreciation rights (“**SARs**”) in Ferrell Companies, Inc., the sole shareholder of the Company (“**Ferrell Companies**”), with a five year vesting period, to be issued on or about October 31, 2017 and valued based on the valuation of shares of common stock of Ferrell Companies as of July 31, 2017. In addition, Mr. Schwartz will also receive a signing bonus of \$100,000, grossed up for tax and payable within 14 days after his starting date (the “**Signing Bonus**”), which is subject to full repayment if he voluntarily resigns within one year. The foregoing description of the Offer Letter is qualified in its entirety by the text of the Offer Letter, which is filed herewith as Exhibit 10.1 to this current report on Form 8-K.

There is no arrangement or understanding pursuant to which Mr. Schwartz was selected to serve as an officer of the Company, and there are no family relationships between Mr. Schwartz and any of the Company’s directors or other executive officers.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	<a href="#">Doran N. Schwartz Offer Letter dated as of September 8, 2017</a>

**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.

September 21, 2017

FERRELLGAS PARTNERS, L.P.  
By: Ferrellgas, Inc., its general partner

By: /s/ Alan C. Heitmann  
Name: Alan C. Heitmann  
Title: Executive Vice President and Chief Financial Officer; Treasurer (Principal Financial and Accounting Officer)

September 21, 2017

FERRELLGAS PARTNERS FINANCE CORP.

By: /s/ Alan C. Heitmann  
Name: Alan C. Heitmann  
Title: Chief Financial Officer and Sole Director

September 21, 2017

FERRELLGAS, L.P.  
By: Ferrellgas, Inc., its general partner

By: /s/ Alan C. Heitmann  
Name: Alan C. Heitmann  
Title: Executive Vice President and Chief Financial Officer; Treasurer (Principal Financial and Accounting Officer)

September 21, 2017

FERRELLGAS FINANCE CORP.

By: /s/ Alan C. Heitmann





September 8, 2017

Doran Schwartz  
[Home address redacted]

Dear Doran:

I am pleased to offer you the position of Senior Vice President and Chief Financial Officer of Ferrellgas with a start date of as soon as possible. This position will report directly to me. Your acceptance is subject to Board approval, but it is unlikely that there will be any objections.

Your compensation package will include an annualized salary of \$425,000 to be paid bi-weekly during your employment. You will be eligible for:

- The standard package of Ferrellgas benefits, including participation in the company ESOP;
- An incentive of up to 100% of your base salary in the event the company performs at 100% of plan and subjective as to contribution so you must trust in fairness;
- **100,000** Stock Appreciation Rights in Ferrell Companies, Inc. with a five (5) year vesting period to be issued on or about October 31, 2017 and valued at the July 31, 2017 valuation;
- A \$100,000 signing bonus grossed up for tax payable within 14 days after your starting date to cover all relocation and temporary housing expenses, subject to full repayment if you voluntarily resign your employment within one year;
- In addition, you will be eligible for three weeks' vacation on your recognizance during each calendar year. If you voluntarily terminate your employment with less than one year of service, you will not be paid for any unused vacation that has been granted.

Employment is contingent upon all of the following:

- Your acceptance of this offer via your signature below.
- Your signature to an employment agreement (to be provided).
- Your signature to an invention agreement (to be provided).
- Successful completion of a background review (will be conducted after you accept the position).

Please acknowledge your acceptance of this offer by signing and returning a copy of this letter to me by September 20, 2017. I have enclosed an additional copy for your records. All terms and conditions of this offer are strictly confidential.

We are excited about having you on our team and we think you will be a great fit with our emerging team. I look forward to working with you and know you will provide significant contributions to Ferrellgas!

Sincerely,

/s/ James E. Ferrell

James E. Ferrell  
Interim CEO and President

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I accept Ferrellgas' offer of employment as presented in this correspondence. I understand and agree that my employment with the company is entered voluntarily and that I may resign at any time. Similarly, my employment may be terminated for any reason and at any time without previous notice.

Signature: \_\_\_\_\_ /s/ Doran Schwartz \_\_\_\_\_ Date: 9/20/17 \_\_\_\_\_

Copy to: Personnel file

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