

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
Amendment No. 5

Ferrellgas Partners, L.P.

(Name of Issuer)

Common Units, \$1.00 par value

(Title of Class of Securities)

315293100

(CUSIP Number)

Page 1 of 5 Pages

CUSIP NO. 315293100

13G

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Goldman, Sachs & Co.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 New York

SOLE VOTING POWER

5
NUMBER OF 0

SHARES

SHARED VOTING POWER

6
BENEFICIALLY 1,635,717

OWNED BY

SOLE DISPOSITIVE POWER

7
EACH 0
REPORTING

PERSON

SHARED DISPOSITIVE POWER

8
WITH 1,635,717

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
1,635,717

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10 ☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11
11.1%

TYPE OF REPORTING PERSON*

12
BD-PN-IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 315293100

13G

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Goldman Sachs Group, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5
NUMBER OF 0

SHARES

SHARED VOTING POWER

6
BENEFICIALLY 1,635,717

OWNED BY

SOLE DISPOSITIVE POWER

7
EACH 0
REPORTING

PERSON

SHARED DISPOSITIVE POWER

8
WITH 1,635,717

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
1,635,717

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10 ☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11
11.1%

TYPE OF REPORTING PERSON*

12
HC-PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 4. Ownership.*

- (a). Amount beneficially owned:
 See the response(s) to Item 9 on the attached cover page(s).
- (b). Percent of Class:
 See the response(s) to Item 11 on the attached cover page(s).
- (c). Number of shares as to which such person has:
 - (i). Sole power to vote or to direct the vote:
 See the response(s) to Item 5 on the attached cover page(s).
 - (ii). Shared power to vote or to direct the vote:
 See the response(s) to Item 6 on the attached cover page(s).
 - (iii). Sole power to dispose or to direct the disposition of:
 See the response(s) to Item 7 on the attached cover page(s).
 - (iv). Shared power to dispose or to direct the disposition of:
 See the response(s) to Item 8 on the attached cover page(s).

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

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* The Goldman Sachs Group, L.P. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs") each disclaim beneficial ownership of the Common Units beneficially owned by (i) managed accounts and (ii) certain investment limited partnerships, of which a subsidiary of GS Group or Goldman Sachs is the general partner or managing general partner, to the extent partnership interests in such partnerships are held by persons other than GS Group, Goldman Sachs or their affiliates.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true,
complete and correct.

Date: February 14, 1998

THE GOLDMAN SACHS GROUP, L.P.

By: /s/ Hans L. Reich

Name: Hans L. Reich

Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By: /s/ Hans L. Reich

Name: Hans L. Reich

Title: Attorney-in-fact