

**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): **January 5, 2012 (January 5, 2012)**

**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**

**Ferrellgas Partners Finance Corp.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**333-06693**  
(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**

**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**

**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**

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 January 5, 2012, Ferrellgas, L.P. acquired all of the assets of Rio Grande Valley Gas, Inc. As part of the consideration for that purchase, Ferrellgas Partners, L.P. issued to Rio Grande Valley Gas, Inc. 68,213 common units (the "Units") representing limited partner interests. The Units were offered and sold pursuant to a prospectus dated March 24, 2006, pursuant to the Ferrellgas Partners, L.P. shelf registration statement on Form S-4 (Registration No. 333-132340), which was filed on March 10, 2006.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of McGuireWoods LLP.
99.1	Press release dated January 5, 2012.

**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.

January 5, 2012

By: /s/ J. Ryan VanWinkle

*Name: J. Ryan VanWinkle  
Title: Senior Vice President and Chief Financial Officer; Treasurer  
(Principal Financial and Accounting Officer) of Ferrellgas, Inc.,  
the general partner*

Ferrellgas Partners Finance Corp.

January 5, 2012

By: /s/ J. Ryan VanWinkle

*Name: J. Ryan VanWinkle  
Title: Chief Financial Officer and Sole Director*

Ferrellgas, L.P.

January 5, 2012

By: /s/ J. Ryan VanWinkle

*Name: J. Ryan VanWinkle  
Title: Senior Vice President and Chief Financial Officer; Treasurer  
(Principal Financial and Accounting Officer) of Ferrellgas, Inc.,  
the general partner*

Ferrellgas Finance Corp.

January 5, 2012

By: /s/ J. Ryan VanWinkle

*Name: J. Ryan VanWinkle  
Title: Chief Financial Officer and Sole Director*

[Letterhead of McGuireWoods LLP]

January 5, 2012

Ferrellgas Partners, L.P.  
7500 College Boulevard, Suite 1000  
Overland Park, Kansas 66210

Re: Offering of Common Units

Ladies and Gentlemen:

We have acted as special counsel to Ferrellgas Partners, L.P., a Delaware limited partnership (the "Partnership"), in connection with the offer and sale by the Partnership of an aggregate of 68,213 common units representing limited partner interests in the Partnership (the "Securities"), pursuant to the Purchase and Noncompetition Agreement dated January 5, 2012 (the "Purchase Agreement"), between Ferrellgas, L.P., a Delaware limited partnership, on one hand, and Rio Grande Valley Gas, Inc., a Texas corporation, on the other hand.

The Securities were offered and sold pursuant to a prospectus dated March 24, 2006 (the "Prospectus") filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b) on March 24, 2006, which is part of the Registration Statement on Form S-4 (Registration No. 333-132340) (the "Registration Statement"), which Registration Statement was filed on March 10, 2006, pursuant to the Securities Act of 1933, as amended (the "Securities Act"). This opinion letter is being furnished in accordance with the requirements of Item 21 of Form S-4 and Item 601(b)(5)(i) of Regulation S-K promulgated under the Securities Act.

#### Documents Reviewed

In connection with this opinion letter, we have examined the following documents:

- (a) the Registration Statement;
- (b) the Prospectus; and
- (c) the Purchase Agreement;

In addition, we have examined and relied upon the following:

(i) certificates (the "General Partner Certificates") from officers of Ferrellgas, Inc., a Delaware corporation and general partner of the Partnership (the "General Partner"), certifying as to, among other things, (A) true and correct copies of the certificate of limited partnership and the limited partnership agreement of the Partnership; (B) true and correct copies of the certificate of limited partnership and the limited partnership agreement of Ferrellgas, L.P.; (C) true and correct copies of the certificate of incorporation and the bylaws of the General Partner; and (D) resolutions of the board of directors of the General Partner; and

(ii) originals, or copies identified to our satisfaction as being true copies, of such other records, documents and instruments as we have deemed necessary for the purposes of this opinion letter.

As used herein, the following terms have the respective meanings set forth below:

"Applicable Law" means the Delaware Act, the General Corporation Law of the State of Delaware, which includes those statutory provisions as well as all applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting such laws, and the relevant federal laws of the United States.

"Delaware Act" means the Delaware Revised Uniform Limited Partnership Act.

#### Assumptions Underlying Our Opinions

For all purposes of the opinion expressed herein, we have assumed, without independent investigation, the following.

- (a) Factual Matters. To the extent that we have reviewed and relied upon the General Partner Certificates, all of such certificates, representations and assurances are accurate with regard to factual matters.
- (b) Signatures. The signatures of individuals signing the Purchase Agreement are genuine and authorized.
- (c) Authentic and Conforming Documents. All documents submitted to us as originals are authentic, complete and accurate, and all documents submitted to us as copies conform to authentic original documents.
- (d) Legal Capacity of Certain Parties. All parties to the Purchase Agreement are validly existing and in good standing in their respective jurisdictions of formation and have the capacity and full power and authority to execute, deliver and perform the Purchase Agreement, except that no such assumption is made as to Ferrellgas, L.P. All individuals signing the Purchase Agreement have the legal capacity to execute such Purchase Agreement.
- (e) Authorization, Execution and Delivery of the Purchase Agreement by Certain Parties. The Purchase Agreement has been duly authorized by all necessary corporate, limited liability company, partnership or other action on the part of the parties thereto and have been duly executed and

delivered by such parties, except that no such assumption is made as to Ferrellgas, L.P.

(f) Binding on Certain Parties. The Purchase Agreement is a valid and binding obligation of the parties thereto, enforceable against the parties thereto in accordance with its terms, except that no such assumption is made as to Ferrellgas, L.P.

(g) No Mutual Mistake, Amendments, etc. There has not been any mutual mistake of fact, fraud, duress or undue influence in connection with the Purchase Agreement. There are no oral or written statements or agreements that modify, amend or vary, or purport to modify, amend or vary, any of the terms of the Purchase Agreement.

### **Our Opinion**

Based on and subject to the foregoing and the exclusions, qualifications, limitations and other assumptions set forth in this opinion letter, we are of the opinion that the Securities, when issued in accordance with the terms and provisions of the Purchase Agreement, and upon Ferrellgas L.P.'s receipt of the consideration set forth in the Purchase Agreement, will be duly authorized, validly issued, fully paid and non-assessable (except as non-assessability may be affected by certain provisions of the Delaware Act).

### **Matters Excluded from Our Opinions**

We express no opinion with respect to any matter pertaining to the contents of the Registration Statement or the Prospectus other than as expressly stated herein.

### **Qualifications and Limitations Applicable to Our Opinion**

The opinions set forth above are subject to the following qualifications and limitations:

(a) Applicable Law. Our opinion is limited to the Applicable Law, and we do not express any opinion concerning any other law.

(b) Bankruptcy. Our opinion is subject to the effect of any applicable bankruptcy, insolvency (including, without limitation, laws relating to preferences, fraudulent transfers and equitable subordination), reorganization, moratorium and other similar laws affecting creditors' rights generally.

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(c) Equitable Principles. Our opinion is subject to the effect of general principles of equity (regardless of whether considered in a proceeding in equity or at law), including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing.

### **Miscellaneous**

The foregoing opinion is being furnished only for the purpose referred to in the first paragraph of this opinion letter. We hereby consent to the filing of this opinion as Exhibit 5.1 to the Current Report on Form 8-K of the Partnership dated on or about the date hereof, to the incorporation by reference of this opinion of counsel into the Registration Statement and to the reference to us in the Prospectus under the caption "Legal Matters." In giving this consent, we do not admit that we are "experts," within the meaning of that term as used in the Securities Act or the rules and regulations of the Commission issued thereunder, with respect to any part of the Registration Statement or the Prospectus, including this opinion as an exhibit or otherwise.

The opinion set forth herein is made as of the date hereof, and we assume no obligation to supplement this opinion letter if any Applicable Laws change after the date hereof or if we become aware after the date hereof of any facts that might change the opinion expressed herein. Headings in this opinion letter are intended for convenience of reference only and shall not affect its interpretation.

Very truly yours,

/s/ McGuireWoods LLP

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**FERRELLGAS ACQUIRES RIO GRANDE VALLEY GAS, INC. IN SOUTHEAST TEXAS***Key transaction continues the partnership's recent expansion in the Lone Star State*

OVERLAND PARK, KS (January 5, 2012) — Ferrellgas Partners, L.P. (NYSE: FGP), one of the nation's largest propane retailers, announced today the acquisition of Rio Grande Valley Gas, Inc, of Edinburg, Texas. The transaction adds nearly 2,500 customers to the partnership's existing base and strengthens the partnership's presence in the fast-growing border-area market. Specific terms of the transaction were not disclosed.

"The addition of Rio Grande Valley Gas is the most recent example of our commitments to growth in the Lone Star State and smart growth through acquisition. We expect this acquisition to be immediately accretive," says President and Chief Executive Officer Steve Wambold. "We welcome our new employees and customers, and look forward to continuing Rio Grande Valley Gas' traditions of excellent service and safety."

The addition of Rio Grande Valley Gas is seen as a strong complement to the company's recent acquisition of Federal Petroleum, which offers service to the Weslaco and Brownsville area, and to its existing operations in San Benito. Ferrellgas' service footprint now extends deeply into the Rio Grande Valley, a rapidly expanding business and residential market.

Rio Grande Valley Gas is Ferrellgas' third acquisition in Texas this fiscal year, following the additions of Welch Propane on November 30, and Federal Petroleum Company on October 20. It is the company's fifth acquisition of its fiscal year, which began on August 1. Ferrellgas has completed approximately 235 acquisitions during its 72-year history, a strategy that has grown the company from a single-location, independently owned propane retailer to a publicly traded, Fortune 1000 company that is now one of the largest propane companies in the country.

Ferrellgas Partners, L.P. is a Fortune 1000 company and, through its operating partnership, Ferrellgas, L.P., serves approximately one million customers in all 50 states, the District of Columbia, and Puerto Rico. Ferrellgas employees indirectly own more than 20 million common units of the partnership through an employee stock ownership plan. More information about the company can be found at <http://www.ferrellgas.com>.

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**Contact:**

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