

**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 2, 2014 (September 2, 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**

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**

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 7.01 Regulation FD Disclosure

On September 2, 2014, Ferrellgas Partners, L.P. ("Ferrellgas") issued a press release announcing it had entered into a definitive agreement to acquire two salt water disposal wells in the Eagle Ford Shale region of south Texas from C&E Production, LLC and its affiliates, based in Bryan, Texas (the "C&E Sellers").

The press release also announced a direct registered offering associated with this acquisition, discussed in Item 8.01 below. A copy of the press release is furnished with this Current Report on Form 8-K as Exhibit 99.1.

Item 8.01 Other Events.

On September 2, 2014, Ferrellgas closed the acquisition described in Item 7.01 above.

On September 2, 2014, Ferrellgas, in a non-brokered registered direct offering, issued to Ferrell Companies, Inc., the sole shareholder of its general partner, and the equity holders of the C&E Sellers, an aggregate of 1,483,583 common units representing limited partner interests in Ferrellgas (the "Units") for an aggregate purchase price of \$42,000,000. The Units were offered and sold pursuant to a prospectus supplement dated September 2, 2014 and an accompanying base prospectus dated June 12, 2012, pursuant to the Ferrellgas shelf registration statement on Form S-3 (file no. 333-180684), which became effective on June 12, 2012.

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 of Ferrellgas dated September 2, 2014

Limitation on Materiality and Incorporation by Reference

The information in this Current Report on Form 8-K related to Item 7.01, including Exhibit 99.1 furnished herewith, is being furnished to the SEC pursuant to 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.

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.

September 2, 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.

September 2, 2014

By: /s/ J. Ryan VanWinkle

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

Ferrellgas, L.P.

September 2, 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.

September 2, 2014

By: /s/ J. Ryan VanWinkle

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

September 2, 2014

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 1,483,583 common units representing limited partner interests in the Partnership (the "Securities"), pursuant to (i) a Unit Purchase Agreement dated September 2, 2014 (the "FCI Agreement"), among the Partnership, on one hand, and Ferrell Companies, Inc., a Delaware corporation ("FCI"), on the other hand, and (ii) a Unit Purchase Agreement dated September 2, 2014 (the "C&E Agreement," and together with the FCI Agreement, the "Purchase Agreements"), among the Partnership, on the one hand, and Richard A. Gray, Jr., Michael L. Carter, Charles R. Hefner, Jr., David J. Knust, Jeremy Gray, J C Sterquell, Fredi A. Carter, the Hefner Family Foundation, Christopher J. Parkerson, Toribio A. Cantu, Richard W. Bass, CTR Energy, LLC, Wesley L. Herrin, Wesley T. Diggans, KSEM Holdings, LLC and Bob Flores, on the other hand.

The Securities were offered and sold (the "Offering") pursuant to a prospectus dated June 12, 2012 (the "Prospectus") filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b) on June 12, 2012, and a prospectus supplement dated September 2, 2014 (the "Supplement") filed with the Commission pursuant to Rule 424(b) on September 2, 2014, each of which is part of the Registration Statement on Form S-3 (Registration No. 333-180684) (the "Registration Statement"), which Registration Statement was filed on April 12, 2012, 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 16 of Form S-3 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;
- (c) the Supplement; and

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- (d) the Purchase Agreements;

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 incorporation and the bylaws of the General Partner; and (C) 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 (i) the General Partner Certificates and (ii) certificates and assurances from public officials, all of such certificates, representations and assurances are accurate with regard to factual matters.
- (b) Signatures. The signatures of individuals signing the Purchase Agreements 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 Agreements 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 Agreements, except that no such assumption is made as to the Partnership. All individuals signing the Purchase Agreements have the legal capacity to execute such Purchase Agreement.

(e) Authorization, Execution and Delivery of the Purchase Agreement by Certain Parties. The Purchase Agreements have 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 the Partnership.

(f) Binding on Certain Parties. The Purchase Agreements are the valid and binding obligations of the parties thereto, enforceable against the parties thereto in accordance with its terms, except that no such assumption is made as to the Partnership.

(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 Agreements. 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 Agreements.

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 Agreements, and upon the Partnership's receipt of the consideration set forth in the Purchase Agreements, 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, the Prospectus or the Supplement 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.

(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, the Prospectus or the Supplement, 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

**FERRELLGAS TO EXPAND EAGLE FORD MIDSTREAM OPERATIONS;
ANNOUNCES ACQUISITION OF TWO ADDITIONAL FACILITIES**

OVERLAND PARK, KAN., September 2, 2014/GLOBE NEWSWIRE/ — Ferrellgas Partners, L.P. (NYSE:FGP) today announced a definitive agreement to acquire two salt water disposal (SWD) wells in the Eagle Ford Shale region of south Texas from C&E Production, LLC (C&E) and its affiliates, based in Bryan, Texas. The acquisition will increase the partnership's SWD wells in the region to eight. Ferrellgas established its midstream division in May 2014 with its acquisition of Sable Environmental, LLC. The C&E assets will be managed with other existing SWD facilities under the Sable platform, increasing the daily operational permitted capacity 33 percent to 180,000 barrels. In addition, Ferrellgas will have the contractual right to acquire an additional SWD well from C&E affiliates in the region in the future.

Ryan VanWinkle, Executive Vice President and Chief Financial Officer of Ferrellgas Partners and President, Midstream Operations pointed out, "As we continue our diversification strategy, we are thrilled to have identified a number of attractive midstream opportunities that have advanced our efforts in the growth of our organization. This acquisition expands our midstream platform in the region, adding both capacity and new energy producers as customers to the collective assets." VanWinkle concluded, "While this acquisition expands our existing midstream operations, we remain focused on building a portfolio of operations that will provide us multiple areas of growth in the future."

Associated with the transaction, equity holders of the C&E SWD assets will acquire \$12 million of Ferrellgas common units. Ferrell Companies, Inc., the parent company of the partnership's general partner, will also acquire \$30 million of Ferrellgas common units. Proceeds from these offerings will be used to permanently finance this transaction as well as other recent growth initiatives.

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Ferrellgas President and Chief Executive Officer Steve Wambold added, "We remain focused that all acquisitions be immediately accretive for the benefit of our unit holders. With the addition of these assets, we project annual Adjusted EBITDA from our midstream operations of approximately \$30 million." Evercore Partners acted as financial advisor to 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, and provides midstream services to major energy companies in the United States. Ferrellgas employees indirectly own more than 21 million common units of the partnership through an employee stock ownership plan. More information about the partnership can be found online at www.ferrellgas.com.

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 are 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, 2013, the Form 10-Q for the quarter ended April 30, 2014, and in other documents filed from time to time by these entities with the Securities and Exchange Commission.

Contact:

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