
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):

March 10, 2006

Ferrellgas Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware

001-11331

43-1698480

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

7500 College Blvd., Suite 1000, Overland Park,
Kansas

66210

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

913-661-1500

Not Applicable

Former name or former address, if changed since last report

Ferrellgas Partners Finance Corp.

(Exact name of registrant as specified in its charter)

Delaware

333-06693

43-1742520

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

7500 College Blvd., Suite 1000, Overland Park,
Kansas

66210

(Address of principal executive offices)

(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

000-50182

43-1698481

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

7500 College Blvd., Suite 1000, Overland Park,
Kansas

66210

(Address of principal executive offices)

(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

000-50183

14-1866671

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

7500 College Blvd., Suite 1000, Overland Park,
Kansas

66210

(Address of principal executive offices)

(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))
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Item 2.02 Results of Operations and Financial Condition.

Item 7.01 Regulation FD Disclosure.

On March 10, 2006, Ferrellgas Partners, L.P. issued a press release regarding its financial results for the second fiscal quarter ended January 31, 2006. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

The following material is furnished as an exhibit to this Current Report on Form 8-K.

EXHIBIT 99.1 - Press release of Ferrellgas Partners, L.P. dated March 10, 2006, reporting its financial results for the second fiscal quarter ended January 31, 2006.

Limitation on Materiality and Incorporation by Reference

The information in this Current Report on Form 8-K related to Items 2.02 and 7.01, including Exhibit 99.1 furnished herewith, is being furnished to the SEC pursuant to Item 2.02 and Item 7.01 of Form 8-K and is not to be deemed "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, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

March 10, 2006

Ferrellgas Partners, L.P.

By: *Kevin T. Kelly*

*Name: Kevin T. Kelly
Title: (By Ferrellgas, Inc., the Partnership's general partner) Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)*

March 10, 2006

Ferrellgas Partners Finance Corp.

By: *Kevin T. Kelly*

*Name: Kevin T. Kelly
Title: Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)*

March 10, 2006

Ferrellgas, L.P.

By: *Kevin T. Kelly*

*Name: Kevin T. Kelly
Title: (By Ferrellgas, Inc., the Partnership's general partner) Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)*

March 10, 2006

Ferrellgas Finance Corp.

By: *Kevin T. Kelly*

*Name: Kevin T. Kelly
Title: Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)*

Exhibit Index

Exhibit No.	Description
99.1	Press release

For immediate release**Contact:**

Ryan VanWinkle, Investor Relations, 913-661-1528

Scott Brockelmeyer, Media Relations, 913-661-1830

**Ferrellgas Partners, L.P.
Reports Second Quarter Results**

Overland Park, KS (March 10, 2006)—Ferrellgas Partners, L.P. (NYSE: FGP), one of the nation's largest propane distributors, today reported earnings for its fiscal second quarter ended January 31, 2006.

Net earnings from continuing operations of \$58.1 million for the fiscal quarter improved by 8% while Adjusted EBITDA from continuing operations of \$105.9 million improved by 4%, each as compared to the second quarter of the prior fiscal year as contributions from the partnership's new operating platform more than offset the impacts of significantly warmer than normal winter temperatures and the high wholesale energy commodity price on customer demand.

Nationwide temperatures for the fiscal quarter, as measured by the National Oceanic and Atmospheric Administration, were 13% warmer than normal and 6% warmer than the same prior year period and for the month of January 2006, nationwide temperatures were 29% warmer than normal and 25% warmer than January 2005 making it the warmest in recorded history. January typically represents the partnership's largest gallon sales month.

Gross profit for the second fiscal quarter was \$220.8 million compared to \$217.3 million achieved in the second quarter of fiscal 2005, as improved margins resulting from enhanced pricing controls available under the new operating platform and the continued growth in the Blue Rhino-branded tank exchange sales more than offset the impact of reduced propane gallon sales in the fiscal quarter.

Propane gallon sales for the second fiscal quarter were 283.3 million compared to 331.5 million gallons sold in the second quarter of fiscal 2005. For the first two months of the second fiscal quarter propane gallon sales were off 7% compared to the same two-month period last year. However, with the record-setting nationwide warm temperatures experienced during the month of January, gallon sales for the fiscal quarter were most notably impacted by January 2006 gallons sales that were off 27% compared to the same period last year.

Ferrellgas

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"Despite the impact from January's record warm temperatures, we are proud of how our company managed through this challenging quarter," said James E. Ferrell, Chairman, President and Chief Executive Officer. "We are pleased that we continued our positive earnings momentum in the first two months of the quarter by improving our year-to-date Adjusted EBITDA by more than \$24 million compared to the first five months of fiscal 2005. With the return of some cooler temperatures at the beginning of our 3rd quarter, we are again experiencing significant earnings improvement that we believe will be reflected in our Adjusted EBITDA results in the last half of fiscal 2006."

Operating expense for the fiscal quarter was \$96.6 million, down from \$97.4 million in the second quarter of fiscal 2005. Anticipated savings achieved from the new operating platform were offset by increased variable expenses, including vehicle fuel costs and the continued growth in tank exchange sales volumes. General and administrative expense for the second fiscal quarter was \$11.8 million, which is consistent with the second quarter of fiscal 2005 and equipment lease expense was \$7.2 million, which is consistent with the prior two fiscal quarters.

"This quarter's challenging environment gave us the opportunity to showcase the capabilities of our new operating model. Although we are still fine tuning the new model in an effort to better optimize our resources, the results thus far are very impressive," said Mr. Ferrell. "Most notably, we are pleased with the improved control we have in pricing our product to the various channels of our business. With quicker access to better customer information, we were able to improve margins this last quarter while continuing to grow our net customer base."

For the six-months ended January 31, 2006, propane sales volumes and gross profit were 451 million gallons and \$348.4 million, respectively, and operating and general and administrative expenses were \$186.3 million and \$22.9 million, respectively. Interest and depreciation and amortization expenses for the six-month period were \$42.1 million and \$42.7 million, respectively, and equipment lease expense for the period was \$14.2 million. Adjusted EBITDA from continuing operations and net earnings from continuing operations for the period were \$126.2 million and \$32.3 million, respectively.

Ferrellgas Partners, L.P., through its operating partnership, Ferrellgas, L.P., serves more than one million customers in all 50 states, the District of Columbia, Puerto Rico and Canada. Ferrellgas employees indirectly own more than 18 million common units of the partnership through an employee stock ownership plan.

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, 2005, as amended on Form 10K/A, and other documents filed from time to time by these entities with the Securities and Exchange Commission.

**FERRELLGAS PARTNERS, L.P. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except unit data)
(unaudited)**

ASSETS	January 31, 2006	July 31, 2005
Current Assets:		
Cash and cash equivalents	\$ 30,212	\$ 20,505
Accounts and notes receivable, net	118,705	107,778
Inventories	138,267	97,743
Prepaid expenses and other current assets	15,811	12,861
Total Current Assets	<u>302,995</u>	<u>238,887</u>
Property, plant and equipment, net	745,874	766,765
Goodwill	233,805	234,142
Intangible assets, net	254,474	255,277
Other assets, net	12,784	13,902
Total Assets	<u>\$1,549,932</u>	<u>\$1,508,973</u>
LIABILITIES AND PARTNERS' CAPITAL		
Current Liabilities:		
Accounts payable	\$ 148,907	\$ 108,667
Short term borrowings	22,167	19,800
Other current liabilities (a)	73,975	71,535
Total Current Liabilities	<u>245,049</u>	<u>200,002</u>
Long-term debt (a)	961,473	948,977
Other liabilities	20,120	20,165
Contingencies and commitments	—	—
Minority interest	6,000	6,151
Partners' Capital:		
Common unitholders (60,478,074 and 60,134,054 units outstanding at January 2006 and July 2005, respectively)	375,133	390,422
General partner unitholder (610,890 and 607,415 units outstanding at January 2006 and July 2005, respectively)	(56,285)	(56,132)
Accumulated other comprehensive loss	(1,558)	(612)
Total Partners' Capital	<u>317,290</u>	<u>333,678</u>
Total Liabilities and Partners' Capital	<u>\$1,549,932</u>	<u>\$1,508,973</u>

(a) The principal difference between the Ferrellgas Partners, L.P. balance sheet and that of Ferrellgas, L.P., is \$268 million of 8 3/4% notes, which are liabilities of Ferrellgas Partners, L.P. and not of Ferrellgas, L.P.

FERRELLGAS PARTNERS, L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
FOR THE THREE AND SIX MONTHS ENDED JANUARY 31, 2006 AND 2005
(in thousands, except per unit data)
(unaudited)

	Three months ended		Six months ended	
	January 31, 2006	2005	January 31, 2006	2005
Revenues:				
Propane and other gas liquids sales	\$ 580,381	\$ 574,875	\$ 933,799	\$ 887,897
Other	72,187	47,016	104,367	77,766
Total revenues	<u>652,568</u>	<u>621,891</u>	<u>1,038,166</u>	<u>965,663</u>
Cost of product sold:				
Propane and other gas liquids sales	385,615	380,340	631,262	599,846
Other	46,114	24,284	58,469	36,010
Gross profit	220,839	217,267	348,435	329,807
Operating expense	96,611	97,388	186,335	185,860
Depreciation and amortization expense	21,623	21,032	42,726	40,624
General and administrative expense	11,773	11,517	22,941	21,839
Equipment lease expense	7,197	6,147	14,217	11,907
Employee stock ownership plan compensation charge	2,467	2,358	4,924	4,445
Loss on sale of assets and other	1,041	1,817	2,637	3,073
Operating income	80,127	77,008	74,655	62,059
Interest expense	(21,240)	(23,196)	(42,115)	(46,059)

Interest income	531	657	908	976
Earnings before income taxes, minority interest, and discontinued operations	59,418	54,469	33,448	16,976
Income tax expense (benefit)	700	339	700	(67)
Minority interest (b)	654	608	452	295
Earnings from continuing operations before discontinued operations	58,064	53,522	32,296	16,748
Earnings from discontinued operations, net of minority interest	—	3,596	—	5,381
Net earnings	58,064	57,118	32,296	22,129
Distributions to senior unitholder	—	1,994	—	3,988
Net earnings available to general partner	6,605	7,595	323	181
Net earnings available to common unitholders	<u>\$ 51,459</u>	<u>\$ 47,529</u>	<u>\$ 31,973</u>	<u>\$ 17,960</u>
Basic earnings per common unit:				
Net earnings available to common unitholders before discontinued operations (c)	\$ 0.85	\$ 0.82	\$ 0.53	\$ 0.25
Earnings from discontinued operations	—	0.06	—	0.10
Net earnings available to common unitholders (e)	<u>\$ 0.85</u>	<u>\$ 0.88</u>	<u>\$ 0.53</u>	<u>\$ 0.35</u>
Weighted average common units outstanding	60,397.4	53,706.5	60,279.7	52,032.5

Supplemental Data and Reconciliation of Non-GAAP Items:

	Three months ended		Six months ended	
	January 31,		January 31,	
	2006	2005	2006	2005
Propane gallons (j)	<u>283,292</u>	<u>331,461</u>	<u>450,699</u>	<u>516,160</u>
Net earnings	\$ 58,064	\$ 57,118	\$ 32,296	\$ 22,129
Income tax expense (benefit)	700	339	700	(67)
Interest expense	21,240	23,196	42,115	46,059
Depreciation and amortization expense	21,623	21,032	42,726	40,624
Interest income	(531)	(657)	(908)	(976)
EBITDA	101,096	101,028	116,929	107,769
Employee stock ownership plan compensation charge	2,467	2,358	4,924	4,445
Unit and stock-based compensation charge (f)	688	—	1,235	—
Non-cash charges related to discontinued operations (a)	—	338	—	611
Loss on disposal of assets and other	1,041	1,817	2,637	3,073
Minority interest (b)	654	608	452	295
Adjusted EBITDA (d)	105,946	106,149	126,177	116,193
Adjusted EBITDA from discontinued operations	—	3,934	—	5,992
Adjusted EBITDA from continuing operations	105,946	102,215	126,177	110,201
Net cash interest expense (g)	(21,847)	(22,537)	(42,801)	(44,601)
Maintenance capital expenditures (h)	(3,233)	(5,217)	(6,059)	(11,041)
Distributable cash flow to equity investors (i)	<u>\$ 80,866</u>	<u>\$ 74,461</u>	<u>\$ 77,317</u>	<u>\$ 54,559</u>

(a) Non-cash earnings related to the storage and distribution business sold during July 2005 that were classified as discontinued operations for the three and six months ended January 31, 2005.

(b) Amounts allocated to the general partner for its 1.0101% interest in the operating partnership, Ferrellgas, L.P.

(c) Amount calculated as 99% of the earnings (loss) before discontinued operations less distribution to senior unit holder; the result then divided by the weighted average common units outstanding.

(d) Management considers Adjusted EBITDA to be a chief measurement of the partnership's overall economic performance and return on invested capital. Adjusted EBITDA is calculated as earnings before interest, income taxes, depreciation and amortization, employee stock ownership plan compensation charge, unit and stock-based compensation charge, loss on disposal of assets and other, minority interest, and other non-cash and non-operating charges. Management believes the presentation of this measure is relevant and useful because it allows investors to view the partnership's performance in a manner similar to the method management uses, adjusted for items management believes are unusual or non-recurring, and makes it easier to compare its results with other companies that have different financing and capital structures. In addition, management believes this measure is consistent with the manner in which the partnership's lenders and investors measure its overall performance and liquidity, including its ability to pay quarterly equity distributions, service its long-term debt and other fixed obligations and to fund its capital expenditures and working capital requirements. This method of calculating Adjusted EBITDA may not be consistent with that of other companies and should be viewed in conjunction with measurements that are computed in accordance with GAAP.

- (e) Emerging Issues Task Force (“EITF”) 03-6 “Participating Securities and the Two-Class Method under FASB Statement No. 128, Earnings per Share,” requires the calculation of net earnings per limited partner unit for each period presented according to distributions declared and participation rights in undistributed earnings, as if all of the earnings for the period had to be distributed. In periods with undistributed earnings above certain levels, the calculation according to the two-class method results in an increased allocation of undistributed earnings to the general partner and a dilution of earnings to the limited partners. Due to the seasonality of the propane business, the dilution effect of EITF 03-6 on net earnings per limited partner unit will typically impact the three months ending January 31. The dilutive effect of EITF 03-6 on basic net earnings per common unit was \$0.10 and \$0.14 for the three months ended January 31, 2006 and 2005, respectively. EITF 03-6 did not result in a dilutive effect for the six months ended January 31, 2006 and 2005.
- (f) Statement of Financial Accounting Standards (“SFAS”) No. 123(R), “Share-Based Payment” was adopted during the first quarter of fiscal 2006 and requires that the cost resulting from all share-based payment transactions be recognized in the financial statements. Management adopted this standard using the modified prospective application method which resulted in a non-cash compensation charge of \$0.1 million and \$0.6 million to operating expense and general and administrative expense, respectively, for the three months ended January 31, 2006, and \$0.2 million and \$1.0 million to operating expense and general and administrative expense, respectively, for the six months ended January 31, 2006.
- (g) Net cash interest expense is the sum of interest expense less non-cash interest expense and interest income. This amount also includes interest expense related to the accounts receivable securitization facility.
- (h) Maintenance capital expenditures include capitalized expenditures for betterment and replacement of property, plant and equipment.
- (i) Management considers Distributable cash flow to equity investors a meaningful non-GAAP measure of the partnership’s ability to declare and pay quarterly distributions to common unitholders. Distributable cash flow, as management defines it, may not be comparable to distributable cash flow or similarly titled measures used by other corporations and partnerships.
- (j) Propane gallons includes 2.1 million gallons and 2.8 million gallons for the three and six months ended January 31, 2005 related to the storage and distribution business sold during July 2005 that were classified as discontinued operations.