

STAR GAS PARTNERS LP
Form 8-K
November 04, 2005

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) November 3, 2005

STAR GAS PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

011-14129
(Commission File Number)

06-1437793
(IRS Employer Identification No.)

2187 Atlantic Street, Stamford, CT
(Address of principal executive offices)

06902
(Zip Code)

Registrant's telephone number, including area code (203) 328-7310

Not Applicable

(Former name or former address, if changed since last report.)

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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 (see General Instruction A.2. below):

- .. 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 1.01 Entry Into a Material Definitive Agreement

On November 3, 2005 (the Closing Date), Petroleum Heat and Power Co., Inc., a Minnesota corporation (Petro or the heating oil segment), which is an indirect subsidiary of Star Gas Partners, L.P., a Delaware limited partnership (the Partnership or Star), signed an amendment to its revolving credit facility agreement with a group of banks that increases the borrowing limits of the facility by \$50 million to \$310 million (subject to certain borrowing base limitations and coverage ratios) for the peak winter months of December through March of each year.

Item 9.01(c) Exhibits

- 99.1 First Amendment to Revolving Credit Facility.
- 99.2 Press Release dated November 3, 2005.

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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.

STAR GAS PARTNERS, L.P.

By: Star Gas LLC (General Partner)

By: /s/ RICHARD AMBURY
Name: **Richard Ambury**
Title: **Chief Financial Officer**

Date: November 3, 2005