

STAR GAS PARTNERS LP
Form 8-K
August 14, 2003

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) August 13, 2003

STAR GAS PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

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Delaware

33-98490

06-1437793

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

(Commission File Number)

(IRS Employer Identification No.)

2187 Atlantic Street, Stamford, CT

06902

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (203) 328-7300

Not Applicable

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

Item 5. Other Events

This Form 8-K consists of a copy of the underwriting agreement for a firm commitment public offering of up to 1,700,000 common units (plus a 15% over-allotment option) of the registrant that were previously registered pursuant to a shelf registration statement on Form S-3 (SEC File No. 333-100976), together with an opinion of counsel relating thereto.

Item 7. Financial Statements and Exhibits

(c) Exhibits

- | | |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1 | Underwriting Agreement, dated as of August 13, 2003, by and among Star Gas Partners, L.P., UBS Securities LLC, A.G. Edwards & Sons, Inc. and RBC Dain Rauscher Inc. |
| 5.1 | Opinion of Phillips Nizer LLP (including consent). |

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)

Signature

Title

Date

/s/ IRIK P. SEVIN

Chairman of the Board and Chief Executive Officer

August 14, 2003

By: Irik P. Sevin

Star Gas LLC

(Principal Executive Officer)