

PetroLogistics LP
Form 8-K
June 24, 2014

United States
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report: **June 24, 2014**

PetroLogistics LP

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

001-35529
Commission
File Number

45-2532754
(IRS Employer
Identification No.)

600 Travis Street, Suite 3250

Houston, TX 77002

(Address of principal executive offices) (Zip Code)

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Registrant's telephone number, including area code: **(713) 255-5990**

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 8.01 Other Events.

On June 24, 2014, PetroLogistics LP (the Company) issued a press release announcing that the Company and PetroLogistics Finance Corp. (Finance Corp. and together with the Company, the Issuers) are soliciting consents (the Consent Solicitation) from holders of the Issuers outstanding 6.25% Senior Notes due 2020 (the Notes) to approve amendments to the Indenture relating to the Notes. The Issuers are making the Consent Solicitation at the request and expense of Flint Hills Resources, LLC (Flint Hills), a subsidiary of Koch Industries, Inc. On May 27, 2014, the Company and its general partner entered into a definitive agreement to be acquired by Flint Hills (the Merger).

A copy of the press release is furnished as Exhibit 99.1 hereto. The furnishing of the press release as an exhibit to this report does not constitute a solicitation of consents or proxies or an offer to sell or a solicitation of an offer to buy any security in connection with the Merger or otherwise.

Item 9.01. Financial Statements and Exhibits

Number		Exhibit
99.1	Press Release dated June 24, 2014	

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.

PETROLOGISTICS LP

By: PetroLogistics GP LLC,
its general partner

By: /s/ Sharon Spurlin
Sharon Spurlin,
Senior Vice President and Chief Financial Officer

Date: June 24, 2014

EXHIBIT INDEX

Number		Exhibit
99.1	Press Release dated June 24, 2014	
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