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HEARTLAND PARTNERS L P
Form 8-K
March 23, 2006

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 17, 2006

Heartland Partners, L.P.
(Exact Name of Registrant as Specified in Charter)

Delaware	1-10520	36-3606475
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

53 W. Jackson Blvd., Suite 1150 Chicago, Illinois	60604
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (312) 834-0592

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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On March 17, 2006, Heartland Partners, L.P. (the "Company") completed the sale of its Kinzie Station North-Jewel property and air rights to Jewel Food Stores, Inc. for \$2,850,000 in cash.

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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.

HEARTLAND PARTNERS, L.P.

By: CMC/HEARTLAND PARTNERS HOLDINGS, INC.,
its General Partner

Date: March 23, 2006

By: /s/ Lawrence S. Adelson

Name: Lawrence S. Adelson
Title: President

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