

STAR GAS PARTNERS LP  
Form 8-K  
February 06, 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) February 4, 2003

STAR GAS PARTNERS, L.P.

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(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

33-98490

(Commission File Number)

06-1437793

(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

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Not Applicable

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

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**Item 5. Other Events**

On February 4, 2003, Star Gas Partners, L.P., a Delaware limited partnership (the Partnership ), announced the pricing of its previously announced offering of \$200 million Senior Notes due 2013 (the Notes ). The Notes will accrue interest at a rate of 10.25% and were priced at 98.466% for total gross proceeds of \$196,932,000. The net proceeds from the offering will be used to repay senior secured indebtedness as well as provide for general Partnership purposes including acquisitions.

**Item 7. Financial Statements and Exhibits**

(c) Exhibits

99.1. Press Release dated February 4, 2003.

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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/ JAMES BOTTIGLIERI          

Name: James Bottiglieri  
Title: Vice President  
Date: February 6, 2003