

Williams Partners L.P.
Form S-8 POS
February 02, 2015

As filed with the Securities and Exchange Commission on February 2, 2015

Registration No. 333-128881

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

Form S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

WILLIAMS PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Williams Partners GP LLC Long-Term Incentive Plan

(Full title of plan)

Delaware
(State or other jurisdiction of incorporation or
organization)

20-2485124
(I.R.S. Employer Identification No.)

One Williams Center

Tulsa, Oklahoma 74172-0172

(918) 573-2000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Craig L. Rainey, Esq.

General Counsel

WPZ GP LLC

One Williams Center, Suite 4900

Tulsa, Oklahoma 74172-0172

(918) 573-2000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Robyn E. Zolman

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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration No. 333-128881 filed on Form S-8 (the Registration Statement) by the Registrant with the Securities and Exchange Commission on October 7, 2005, which registered 100,000 common units representing limited partner interests of the Registrant issuable pursuant to the Williams Partners GP LLC Long-Term Incentive Plan.

On February 2, 2015, pursuant to the Agreement and Plan of Merger (the Merger Agreement), dated as of October 24, 2014, among the Registrant, Access Midstream Partners, L.P. (ACMP), Access Midstream Partners GP, L.L.C., Williams Partners GP LLC, and VHMS LLC (Merger Sub), Merger Sub, a direct and wholly-owned subsidiary of ACMP, merged with and into the Registrant, with the Registrant being the surviving entity and becoming a subsidiary of ACMP (the Merger).

In connection with the Merger, the offerings pursuant to the Registration Statement have been terminated. The Registrant hereby removes from registration any of the securities of the Registrant registered under the Registration Statement that remain unsold under the Registration Statement as of the filing date of this Post-Effective Amendment No. 1.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa, State of Oklahoma, on February 2, 2015.

WILLIAMS PARTNERS L.P.

By: VHMS GP LLC, its general partner

By: ACCESS MIDSTREAM PARTNERS,
L.P., its sole member

By: WPZ GP LLC, its general partner

By: /s/ William Gault

William Gault

Assistant Secretary

Note: No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933.