

Boardwalk Pipeline Partners, LP  
Form 8-K  
May 13, 2016

**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 May 13, 2016**  
**(DATE OF EARLIEST EVENT REPORTED) May 11, 2016**

**BOARDWALK PIPELINE PARTNERS, LP**  
**(Exact name of registrant as specified in its charter)**

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

**01-32665**  
**(Commission**  
  
**File Number)**

**20-3265614**  
**(IRS Employer**  
  
**Identification No.)**

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**9 Greenway Plaza, Suite 2800**

**Houston, Texas 77046**

**(Address of principal executive offices)**

**(866) 913-2122**

**Registrant's telephone number, including area code**

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 May 11, 2016, Boardwalk Pipeline Partners, LP (the Partnership ), a Delaware limited partnership, and Boardwalk Pipelines, LP ( Boardwalk Pipelines ), a wholly-owned subsidiary of the Partnership, entered into an Underwriting Agreement (the Underwriting Agreement ) with Barclays Capital Inc., Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters set forth in Schedule 1 to the Underwriting Agreement, (the Underwriters ) with respect to the issue and sale by Boardwalk Pipelines of \$550.0 million in aggregate principal amount of its 5.95% Senior Notes due 2026 (the Notes ), in an underwritten public offering (the Debt Offering ). The Notes will be fully and unconditionally guaranteed on a senior unsecured basis by the Partnership (the Guarantee and together with the Notes, the Securities. ) The Securities to be sold in the Debt Offering were registered under the Securities Act of 1933, as amended (the Act ), pursuant to a shelf registration statement on Form S-3 (File No. 333-208627). A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this report and is incorporated by reference herein.

The Notes will be issued pursuant to an indenture, dated as of August 21, 2009, between Boardwalk Pipelines, as issuer, the Partnership, as guarantor, and The Bank of New York Mellon Trust Company, N.A. as trustee (the Trustee ), as amended and to be supplemented by the Fifth Supplemental Indenture thereto to be dated on or about May 16, 2016, between Boardwalk Pipelines, the Partnership and the Trustee.

Closing of the Debt Offering is expected to occur on May 16, 2016. Boardwalk Pipelines intend to use a portion of the net proceeds of approximately \$539.2 million from this offering (after deducting the underwriting discount and estimated offering expenses) for general partnership purposes, which may include, among other things, growth capital expenditures, repayment of future maturities of long-term debt and additions to working capital. Pending such use, Boardwalk Pipelines intends to temporarily use the proceeds to reduce borrowings under its revolving credit facility.

The description set forth above in Item 1.01 is qualified in its entirety by the Underwriting Agreement. A copy of the Underwriting Agreement is filed as an exhibit to this report and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits:**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement dated as of May 11, 2016, among Barclays Capital Inc., Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters set forth in Schedule I thereto, and Boardwalk Pipeline Partners, LP and Boardwalk Pipelines, LP.
5.1	Opinion of Vinson & Elkins L.L.P. as to the legality of the Senior Notes.
23.1	Consent of Vinson & Elkins L.L.P. (included in its opinion filed as Exhibit 5.1).

**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 thereunto duly authorized.

BOARDWALK PIPELINE PARTNERS, LP

By: BOARDWALK GP, LP,  
its general partner

By: BOARDWALK GP, LLC,  
its general partner

By: /s/ Jamie L. Buskill  
Jamie L. Buskill  
Senior Vice President, Chief Financial and  
Administrative Officer and Treasurer

Dated: May 13, 2016

**EXHIBIT INDEX**

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