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Boardwalk Pipeline Partners, LP

Form 8-K

August 12, 2009

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
2009

August 12,

(DATE OF EARLIEST EVENT REPORTED)

August 11, 2009

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

Delaware
(State or other jurisdiction of
incorporation or organization)

01-32665
(Commission
File Number)

20-3265614
(IRS Employer
Identification No.)

9 Greenway Plaza, Suite 2800

Houston, Texas 77046

(Address of principal executive office)

(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:

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- 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 1.01 Entry into a Material Definitive Agreement.

On August 11, 2009, Boardwalk Pipeline Partners, LP (the “Partnership”), a Delaware limited partnership, announced that it had entered into an underwriting agreement (the “Underwriting Agreement”) with UBS Securities LLC, Barclays Capital Inc., Citigroup Global Markets Inc., J.P. Morgan Securities Inc. and Morgan Stanley & Co. Incorporated, 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 the Partnership, and the purchase by the Underwriters, of 7,250,000 common units (“Offered Units”) (including an option to purchase up to 1,087,500 additional common units to cover over-allotments) representing limited partner interests in the Partnership. The Underwriters are offering the Offered Units at an initial offering price to the public of \$23.00 per unit. The Offered Units to be issued pursuant to the Underwriting Agreement are registered under the Securities Act of 1933, as amended, pursuant to a shelf registration statement on Form S-3 (File No. 333-141058). The Partnership expects the transaction to close on August 14, 2009.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 1.1 Underwriting Agreement dated as of August 11, 2009, among UBS Securities LLC, Barclays Capital Inc., Citigroup Global Markets Inc., J. P. Morgan Securities Inc. and Morgan Stanley & Co. Incorporated, as representatives of the several underwriters set forth in Schedule I thereto, and Boardwalk Pipeline Partners, LP.
- 5.1 Opinion of Vinson & Elkins L.L.P. as to the legality of the Offered Units.
- 8.1 Opinion of Vinson & Elkins L.L.P. regarding tax matters.
- 23.1 Consent of Vinson & Elkins L.L.P. (included in its opinion filed as Exhibit 5.1)
- 23.2 Consent of Vinson & Elkins L.L.P. (included in its opinion filed as Exhibit 8.1)

SIGNATURE

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.

BOARDWALK PIPELINE PARTNERS, LP

By: Boardwalk GP LLC,
its General Partner

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

Dated: August 12, 2009

