

Western Gas Partners LP  
Form 8-K  
October 18, 2012

**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

October 18, 2012

Date of Report (Date of earliest event reported)

**WESTERN GAS PARTNERS, LP**

(Exact name of Registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)  
1201 Lake Robbins Drive

(IRS Employer  
Identification Number)

The Woodlands, Texas 77380-1046

(Address of principal executive offices)

(832) 636-6000

(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 8.01. Entry into a Material Definitive Agreement.**

On October 18, 2012, Western Gas Partners, LP (the Partnership ) completed the previously announced public offering of \$150 million aggregate principal amount of its 4.0% senior notes due 2022 (the Notes ). The terms of the Notes are governed by the Indenture, dated as of May 18, 2011 (the Base Indenture ), by and among the Partnership, the subsidiary guarantors party thereto and Wells Fargo Bank, National Association, as trustee (the Trustee ), as amended and supplemented by the Fourth Supplemental Indenture, dated as of June 28, 2012 (the Fourth Supplemental Indenture ), by and among the Partnership and the Trustee, setting forth the specific terms applicable to the Notes. The Base Indenture, as amended and supplemented by the Fourth Supplemental Indenture, is referred to herein as the Indenture. Interest on the Notes will accrue from June 28, 2012 and will be payable semi-annually on January 1 and July 1 of each year, commencing January 1, 2013. The Partnership has previously issued \$520,000,000 aggregate principal amount of its 4.0% senior notes due 2022 (the Existing Notes ) under the Indenture. The Notes will have terms identical to the Existing Notes and will be treated as a single series of debt securities for all purposes under the Indenture. RBS Securities Inc. served as the representative of the underwriters in the offering.

**Item 9.01. Financial Statements and Exhibits.**

(d) **Exhibits.**

**Exhibit**

<b>Number</b>	<b>Description of the Exhibit</b>
Exhibit 5.1	Opinion of Vinson & Elkins L.L.P.
Exhibit 23.1	Consent of Vinson & Elkins L.L.P. (included in 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 hereunto duly authorized.

**WESTERN GAS PARTNERS, LP**

By: Western Gas Holdings, LLC,

its general partner

Date: October 18, 2012

/s/ Philip H. Peacock

Philip H. Peacock

Vice President, General Counsel and Corporate Secretary

**EXHIBIT INDEX**

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