

SUBURBAN PROPANE PARTNERS LP  
Form 8-K  
May 20, 2013

**U.S. 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): May 17, 2013**

**SUBURBAN PROPANE PARTNERS, L.P.**

(Name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**1-14222**  
(Commission

File Number)

**22-3410353**  
(I.R.S. Employer

Identification Number)

**One Suburban Plaza,**

**07981**

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**240 Route 10 West, Whippany, NJ**  
(Address of principal executive offices)

(Zip Code)

**Registrant's telephone number, including area code: (973) 887-5300**

**Not Applicable**

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

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 Other Events.**

On May 20, 2013, Suburban Propane Partners, L.P. (the Company ) issued a press release announcing the closing of an underwritten public equity offering (the Offering ) on May 17, 2013. This press release also announced the underwriters' full exercise of their option to purchase additional common units representing limited partner interests in the Company in connection with the Offering. A copy of this press release is attached as Exhibits 99.1 to this report and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 99.1 Press Release issued by Suburban Propane Partners, L.P. related to the closing of the offering and exercise of underwriters' option to purchase additional common units on May 17, 2013

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 20, 2013

SUBURBAN PROPANE PARTNERS, L.P.

/s/ Michael A. Stivala

Name: Michael A. Stivala

Title: Chief Financial Officer

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued by Suburban Propane Partners, L.P. related to the closing of the offering and exercise of underwriters option to purchase additional common units on May 17, 2013