

Boardwalk Pipeline Partners, LP  
Form 8-K  
November 26, 2014

**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**

<b>DATE OF REPORT</b>	<b>November 26, 2014</b>
<b>(DATE OF EARLIEST EVENT REPORTED)</b>	<b>November 26, 2014</b>

**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.)**

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**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:

- .. 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.**

*Fourth Supplemental Indenture*

On November 26, 2014, Boardwalk Pipelines, LP (the *Boardwalk Pipelines* ), a wholly-owned subsidiary of Boardwalk Pipeline Partners, LP a Delaware limited partnership ( *Partnership* ), completed its offering of \$350.0 million in aggregate principal amount of 4.95% senior unsecured notes due 2024 (the *Notes* ) which are fully and unconditionally guaranteed on a senior unsecured basis by the Partnership.

The Notes were issued pursuant to an indenture, dated as of August 21, 2009 (the *Base Indenture* ), between Boardwalk Pipelines, as issuer, the Partnership, as guarantor, and The Bank of New York Mellon Trust Company, as trustee (the *Trustee* ), as amended and supplemented by the Third Supplemental Indenture, dated April 18, 2013 (the *Third Supplemental Indenture* ) and the Fourth Supplemental Indenture, dated November 26, 2014 (the *Fourth Supplemental Indenture* ) and together with the Base Indenture and the Third Supplemental Indenture, the *Indenture* ). A copy of the Fourth Supplemental Indenture is filed as Exhibit 4.1 to this report and is incorporated by reference herein.

Interest on the Notes will be payable in arrears on June 15 and December 15 of each year they are outstanding, beginning on June 15, 2015. Boardwalk Pipelines may redeem the Notes, in whole or in part, at any time prior to September 15, 2024 at a redemption price equal to the greater of 100% of the principal amount of the Notes to be redeemed or the *make whole* redemption price, plus accrued and unpaid interest, if any, to the date of redemption. Boardwalk Pipelines may redeem the Notes, in whole or in part, at any time and from time to time on or after September 15, 2024 at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest, if any, to the redemption date.

The Indenture contains covenants that will limit the ability of Boardwalk Pipelines, and its subsidiaries to, among other things, create liens, enter into sale-leaseback transactions, sell assets or merge with other entities. The Indenture does not restrict Boardwalk Pipelines or its subsidiaries from incurring additional indebtedness, paying distributions on its equity interests or purchasing or redeeming their equity interests, nor does it require the maintenance of any financial ratios or specified levels of net worth or liquidity. In addition, the Indenture does not contain any provisions that would require Boardwalk Pipelines to repurchase or redeem or otherwise modify the terms of the Notes upon a change in control or other events involving Boardwalk Pipelines. Events of default under the Indenture include (i) a default in the payment of principal of the Notes or, following a period of 30 days, of interest, (ii) a breach of Boardwalk Pipelines' covenants or warranties under the Indenture or the Partnership's under its guarantee, (iii) certain events of bankruptcy, insolvency or liquidation involving Boardwalk Pipelines, the Partnership or any Significant Subsidiary (as defined in the Indenture) and (iv) any payment default or acceleration of indebtedness of Boardwalk Pipelines, the Partnership or any subsidiary of Boardwalk Pipelines if the total amount of such indebtedness unpaid or accelerated exceeds \$50.0 million.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information provided under Item 1.01 in this report regarding the Notes and the Fourth Supplemental Indenture is incorporated by reference into this Item 2.03. The description set forth above in Item 1.01 is qualified in its entirety by the Base Indenture, the Third Supplemental Indenture and the Fourth Supplemental Indenture (including the form of Note attached thereto). A copy of the Base Indenture was filed as Exhibit 4.1 to the Partnership's Current Report on Form 8-K filed on August 21, 2009 and is incorporated herein by reference. A copy of the Third Supplemental Indenture was filed as Exhibit 4.2 to the Partnership's Current Report on Form 8-K filed on April 23, 2013 and is incorporated herein by reference. A copy of the Fourth Supplemental Indenture (including the form of Note attached thereto) is filed as an exhibit to this report and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits:**

**Exhibit**

<b>No.</b>	<b>Description</b>
4.1	Fourth Supplemental Indenture, dated November 26, 2014, by and among Boardwalk Pipelines, LP, as issuer, Boardwalk Pipeline Partners, LP, as guarantor, and The Bank of New York Mellon Trust Company, N.A., as trustee.
12.1	Computation of Ratio of Earnings to Fixed Charges.

**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: November 26, 2014

**EXHIBIT INDEX**

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