

Boardwalk Pipeline Partners, LP
Form 8-K
March 21, 2007

**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 **March 21, 2007**

(DATE OF EARLIEST EVENT REPORTED) **March 19, 2007**

**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.)

3800 Frederica Street

Owensboro, Kentucky 42301

(Address of principal executive office)

(270) 926-8686

(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)

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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 March 19, 2007, Boardwalk Pipeline Partners, LP, a Delaware limited partnership (the “Partnership”), announced that it had entered into an underwriting agreement (the “Underwriting Agreement”) with Lehman Brothers Inc. (the “Underwriter”) that provides for the issuance and sale by the Partnership, and the purchase by the Underwriter, of 7,500,000 common units representing limited partner interests in the Partnership. On March 20, 2007, the Partnership and the Underwriter amended the Underwriting Agreement to increase the number of common units being offered to 8,000,000 (the “Offered Units”). The Underwriter is offering the Offered Units at an initial offering price to the public of \$36.50 per unit. The Offered Units to be issued pursuant to the Underwriting Agreement, as amended, 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 public offering to close on March 23, 2007. A copy of the Underwriting Agreement, as amended, is filed as Exhibit 1.1 to this report and is incorporated by reference herein.

Item 7.01. Regulation FD Disclosure

On March 19, 2007, the Partnership issued a press release announcing the pricing of the offering of the Offered Units. On March 20, 2007, the Partnership issued a press release announcing an increase to its previously disclosed 7,500,000 common unit offering, to 8,000,000. The press releases are being furnished with this Current Report on Form 8-K as Exhibits 99.1 and 99.2 and are incorporated by reference herein. The information regarding the press release provided in this Item 7.01 (including Exhibits 99.1 and 99.2) shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 (the “Act”), as amended, nor shall it be incorporated by reference in any filing made by the Partnership pursuant to the Act, other than to the extent that such filing incorporates by reference any or all of such information by express reference thereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

1.1 Underwriting Agreement dated March 19, 2007, as amended, among Lehman Brothers Inc., as underwriter, 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).

99.1 Press Release issued March 19, 2007, announcing the pricing of a public offering of 7.5 million common units representing limited partner units.

99.2 Press Release issued March 20, 2007, announcing an increase to its previously disclosed 7.5 million public offering of common units to 8.0 million units.

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
Chief Financial Officer

Dated: March 21, 2007

EXHIBIT INDEX

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