

ATLAS PIPELINE PARTNERS LP  
Form 8-K  
January 08, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): January 7, 2010

**Atlas Pipeline Partners, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-14998**  
(Commission  
File Number)

**23-3011077**  
(IRS Employer  
Identification No.)

**Westpointe Corporate Center One**

**1550 Coraopolis Heights Road, Moon Township, PA**  
(Address of principal executive offices)

**15108**  
(Zip Code)

**Registrant's telephone number, including area code: 412-262-2830**

(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 (see General Instruction A.2. below):

- .. 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.**

On January 7, 2010, Atlas Pipeline Partners, L.P. ( APL ) executed amendments to warrants to purchase 2,689,765 of its common units. The warrants were originally issued along with APL common units in connection with a private placement to institutional investors that closed on August 20, 2009. The common units and warrants were issued and sold in a transaction exempt from registration under Section 4(2) of the Securities Act of 1933, as amended. The amendments to the warrants provide that, for the period January 8, 2010 until 5:00 P.M., New York City time on January 12, 2010 (the Amendment Effectiveness Period ), the warrant exercise price is lowered to \$6.00 per unit. In connection with the amendments, the holders of the warrants agreed, during the Amendment Effectiveness Period, to exercise all of the warrants for cash, which will result in net cash proceeds of approximately \$15.3 million to APL. A form of the warrant amendment is attached hereto as Exhibit 10.1.

**Item 7.01 Regulation FD Disclosure.**

On January 8, 2010, APL issued a press release related to the foregoing. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

10.1 Form of Amendment to Warrants

99.1 Press Release dated January 8, 2010

**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.

Dated: January 8, 2010

ATLAS PIPELINE PARTNERS, L.P.

By: Atlas Pipeline Partners GP, LLC, its general partner

By: /s/ ERIC T. KALAMARAS  
**Eric T. Kalamaras**  
**Chief Financial Officer**