

CEDAR FAIR L P  
Form 8-K  
February 04, 2009

**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): February 4, 2009**

**CEDAR FAIR, L.P.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction

of incorporation)

**1-9444**  
(Commission File No.)

**34-1560655**  
(I.R.S. Employer

Identification No.)

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One Cedar Point Drive, Sandusky, Ohio  
(Address of principal executive offices)

44870-5259  
(Zip Code)

Registrant's telephone number, including area code: (419) 626-0830

N.A.

(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 8.01. Other Events.**

Cedar Fair Entertainment Company (the Company ) announced today that it has launched an amendment to its \$2,081.3 million credit agreement (the Agreement ). The amendment would, among other things, allow the Company to purchase outstanding term loans under the Agreement at prices below par. The Company is seeking the consent of the requisite lenders by 5:00 p.m. (Eastern Time) Tuesday, February 10, 2009, in order to effect the amendment.

The Company can give no assurance whether the amendment will be approved by the requisite lenders and, if approved, if and when the Company will effect any such repurchase. If the amendment is approved by the requisite lenders, the company will make the appropriate regulatory and informational filings.

**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.

CEDAR FAIR, L.P.

By Cedar Fair Management, Inc., General Partner

By: /s/ Peter J. Crage

Peter J. Crage

Corporate Vice President - Finance and Chief  
Financial Officer

Date: February 4, 2009