

ATLAS PIPELINE PARTNERS LP
Form 8-K/A
July 18, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

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 7, 2013

Commission file number 1-14998

ATLAS PIPELINE PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

23-3011077
(I.R.S. Employer)

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or organization)

Identification No.)

Park Place Corporate Center One

1000 Commerce Drive, 4th Floor

Pittsburgh, Pennsylvania 15275-1011

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (877) 950-7473

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

Check the appropriate box 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 (27 CFR 240.14d-2 (b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (27 CFR 240.13e-4(c))

Explanatory Note

On May 8, 2013 Atlas Pipeline Partners, L.P. (APL) filed a Current Report on Form 8-K (the Original 8-K) to report the completion by Atlas Pipeline Mid-Continent Holdings, LLC, APL 's wholly-owned subsidiary, of the previously announced acquisition (the TEAK Acquisition) of 100% of the outstanding member and other ownership interests of TEAK Midstream, LLC (TEAK) for \$1.0 billion in cash, subject to working capital and other adjustments contemplated by the Purchase and Sale Agreement. This Current Report on Form 8-K/A amends Item 9.01 of the Original 8-K to present certain financial statements for TEAK and to present certain unaudited pro forma financial information in connection with the TEAK Acquisition.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired.

TEAK Midstream, LLC unaudited consolidated balance sheets as of March 31, 2013 and December 31, 2012, and consolidated statements of operations, members' interest and cash flows for the three months ended March 31, 2013 and 2012 are filed as Exhibit 99.1 to this Current Report on Form 8-K/A and are incorporated herein by reference.

TEAK Midstream, LLC audited consolidated balance sheet as of December 31, 2012, and consolidated statements of operations, members' interest and cash flows for the year ended December 31, 2012, together with independent auditors' report thereon, are filed as Exhibit 99.2 to this Current Report on Form 8-K/A and are incorporated herein by reference.

(b) Pro Forma Financial Information

The unaudited pro forma consolidated balance sheet of APL as of March 31, 2013, and the related pro forma consolidated statements of operations for the three months ended March 31, 2013 and the year ended December 31, 2012 are filed as Exhibit 99.3 to this Current Report on Form 8-K/A and are incorporated herein by reference.

(d) Exhibits

- 23.1 Consent of Hein & Associates LLP
- 99.1 TEAK Midstream, LLC unaudited consolidated balance sheets as of March 31, 2013 and December 31, 2012, and consolidated statements of operations, members' interest and cash flows for the three months ended March 31, 2013 and 2012
- 99.2 TEAK Midstream, LLC audited consolidated balance sheet as of December 31, 2012, and consolidated statements of operations, members' interest and cash flows for the year ended December 31, 2012
- 99.3 Unaudited pro forma consolidated financial statements

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.

Atlas Pipeline Partners, L.P.

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

July 18, 2013

By: /s/ Robert W. Karlovich, III
Robert W. Karlovich, III
Chief Financial Officer of the General Partner

EXHIBIT INDEX

Exhibit

Number	Description
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99.2	TEAK Midstream, LLC audited consolidated balance sheet as of December 31, 2012, and consolidated statements of operations, members' interest and cash flows for the year ended December 31, 2012
99.3	Unaudited pro forma consolidated financial statements